

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	D C W LIMITED
MEETING	Extra-Ordinary General Meeting
DATE & TIME	Thursday, February 27, 2020 at 09:30 A.M.
VENUE	Registered Office of the Company (at Guest House No. 2) at Dhrangadhra- 363315, Gujarat State.

Dear Sir,

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, Beside Manama Hotel, Opp. St. George Hospital, Mumbai: 400001, was appointed as Scrutinizer by the Board of Directors of **M/s. 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 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 Extra-Ordinary General Meeting of the Equity Shareholders of the Company held on Thursday, February 27, 2020 at 09:30 A.M. at the Registered Office of the Company situated at (Guest House No. 2) at Dhrangadhra- 363315, Gujarat State, submit my report as under:



1. Dispatch of Notice convening the Meeting

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 Securities Depository Services (India) Limited (NSDL) as on 24th January, 2020, it has completed dispatch of the Notice of the Extra – Ordinary General Meeting to 56427 Shareholders as under;

➤ **By Electronic Means:**

On 3rd February, 2020 the Registrar and Share Transfer Agents sent 37112 e-mails to Shareholders who had registered their email-id's with Depositories/the Company, out of which 3755 were bounced back.

➤ **By Courier:**

On 3rd February 2020 the Notice was sent through courier to 19315 Shareholders and on 12th February 2020 to 3755 shareholders whose emails were bounced back.

2. Cut-off Date

The Voting rights were reckoned as on Thursday, February 20, 2020 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 Securities Depository Services (India) Limited (NSDL) as the Agency for providing the remote e-Voting platform.



ii. Remote e-Voting:

The remote e-Voting platform was open from 9:00 A.M. on Monday, February 24, 2020 upto 5:00 P.M. on Wednesday, February 26, 2020, and shareholders were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the e-Voting platform provided by NSDL.

4. Voting at the EGM

Members present in person / through authorized representatives -	72
Members present through Proxy -	20
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 had exercised their votes through e-Voting -	4
Members who cast vote through Poll -	88

- i.** 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.
- ii.** 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 Extra-Ordinary General Meeting, the votes cast through remote e-Voting were unblocked 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.

Rahul

Name: Mr. Rahul Jain

Jatin Kharwa

Name: Mr. Jatin Kharwa

- ii. Thereafter, the details of equity shareholders, who voted for or against as 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 Securities Depository Services (India) Limited (NSDL)(<https://www.evoting.nsdl.com>)



VOTING RESULTS

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

Date of the EGM	February 27, 2020
Total number of shareholders on Cut - off date	56072
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
In Person -	15
In Proxy -	20
Public:	
In Person -	57
In Proxy -	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public	0

iv. The combined result of remote e-Voting and poll is as under:



SPECIAL BUSINESS**Resolution No. 1**

Consideration and approval for offer and issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/unlisted, secured/unsecured redeemable non-convertible debentures of a face value of Rs 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to Rs 500,00,00,000 (Rupees Five Hundred Crore)

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/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	121978506	0	0	0	0	0	0
	Poll		121978506	100	121978506	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		121978506	121978506	100	121978506	0	100
Public-Institutions	E-Voting	22816830	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		22816830	0	0	0	0	0
Public- Non Institutions	E-Voting	116235035	970161	0.8347	970056	105	99.9892	0.0108
	Poll		20145	0.0173	20145	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		116235035	990306	0.8520	990201	105	99.9894
Total		261030371	122968812	47.1090	122968707	105	99.9999	0.0001



Resolution No. 2

Consideration and approval for offer and issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures of a face value of Rs 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to Rs 100,00,00,000 (Rupees One Hundred Crore)

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/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	121978506	0	0	0	0	0	0
	Poll		121978506	100	121978506	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		121978506	121978506	100	121978506	0	100
Public-Institutions	E-Voting	22816830	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		22816830	0	0	0	0	0
Public- Non Institutions	E-Voting	116235035	970161	0.8347	970056	105	99.9892	0.0108
	Poll		20145	0.0173	20145	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		116235035	990306	0.8520	990201	105	99.9894
Total		261030371	122968812	47.1090	122968707	105	99.9999	0.0001



Resolution No. 3

Re-appointment of Mr. Pramodkumar Shriyansprasad Jain (DIN:00380458) as Managing Director of the Company

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	121978506	0	0	0	0	0	0
	Poll		45893743	37.6245	45893743	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		121978506	45893743	37.6245	45893743	0	100
Public-Institutions	E-Voting	22816830	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		22816830	0	0	0	0	0
Public- Non Institutions	E-Voting	116235035	970161	0.8347	969556	605	99.9376	0.0624
	Poll		20145	0.0173	20145	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		116235035	990306	0.8520	989701	605	99.9389
Total		261030371	46884049	17.9611	46883444	605	99.9987	0.0013



Resolution No. 4

Re-appointment of Mr. Bakul Premchand Jain (DIN:00380256) as Managing Director of the Company

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	121978506	0	0	0	0	0	0
	Poll		59449658	48.7378	59449658	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		121978506	59449658	48.7378	59449658	0	100
Public-Institutions	E-Voting	22816830	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		22816830	0	0	0	0	0
Public- Non Institutions	E-Voting	116235035	970111	0.8346	969506	605	99.9376	0.0624
	Poll		20145	0.0173	20145	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		116235035	990256	0.8519	989651	605	99.9389
Total		261030371	60439914	23.1544	60439309	605	99.9999	0.0001



Resolution No. 5

Re-appointment of Mr. Vivek Shashichand Jain (DIN:00502027) as Managing Director of the Company

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	121978506	0	0	0	0	0	0
	Poll		47468701	38.9156	47468701	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		121978506	47468701	38.9156	47468701	0	100
Public-Institutions	E-Voting	22816830	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		22816830	0	0	0	0	0
Public- Non Institutions	E-Voting	116235035	970161	0.8347	969556	605	99.9376	0.0624
	Poll		20145	0.0173	20145	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		116235035	990306	0.852	989701	605	99.9389
Total		261030371	48459007	18.5645	48458402	605	99.9988	0.0012



Resolution No. 6

Re-appointment of Mr. Mudit Sharadkumar Jain (DIN:00647298) as Managing Director of the Company

Resolution required:			SPECIAL RESOLUTION					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	121978506	0	0	0	0	0	0
	Poll		52583836	43.1091	52583836	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		52583836	43.1091	52583836	0	100	0
Public-Institutions	E-Voting	22816830	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	116235035	970161	0.8347	969556	605	99.9376	0.0624
	Poll		20145	0.0173	20145	0	100	0
	Postal Ballot (not applicable)		0	0	0	0	0	0
	Total		990306	0.852	989701	605	99.9389	0.0611
Total		261030371	53574142	20.5241	53573537	605	99.9989	0.0011



RESULT SUMMARY

SR. NO.	RESOLUTION	TYPE OF RESOLUTION	FAVOUR (%)	AGAINST (%)
1.	Consideration and approval for offer and issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/unsecured redeemable non-convertible debentures of a face value of Rs 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to Rs 500,00,00,000 (Rupees Five Hundred Crore)	Special Resolution	99.9999	0.0001
2.	Consideration and approval for offer and issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures of a face value of Rs 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to Rs 100,00,00,000 (Rupees One Hundred Crore)	Special Resolution	99.9999	0.0001
3.	Re-appointment of Mr. Pramodkumar Shriyansprasad Jain (DIN:00380458) as Managing Director of the Company	Special Resolution	99.9987	0.0013
4.	Re-appointment of Mr. Bakul Premchand Jain (DIN:00380256) as Managing Director of the Company	Special Resolution	99.9999	0.0001



5.	Re-appointment of Mr. Vivek Shashichand Jain (DIN:00502027) as Managing Director of the Company	Special Resolution	99.9988	0.0012
6.	Re-appointment of Mr. Mudit Sharadkumar Jain (DIN:00647298) as Managing Director of the Company	Special Resolution	99.9989	0.0011

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
COP No. 3076

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

Place: Mumbai

Date: 28th February, 2020