

Date: August 3, 2017

To
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip Code: 504908

Dear Sir/Madam,

Sub: Regulation 30 and Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

- 1. Proceedings of 56th Annual General Meeting**
- 2. Voting Results**
- 3. Scrutinizer's Report**

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, we are submitting herewith the summary of proceedings of 56th Annual General Meeting of the Company held on Thursday, 3rd August 2017 at F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune 412209.

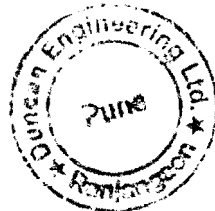
Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, please find enclosed herewith voting results of the business transacted at the AGM along with combined report of the Scrutinizer on remote e-voting and voting through ballot papers at the AGM. This is for your information and record.

The above voting results along with Scrutinizer's Report are also being uploaded on the website of the Company www.duncanengg.com.

Thanks & Regards,

For Duncan Engineering Ltd.


Rajib Kumar Gope
Company Secretary



Enc: as above

Duncan Engineering Limited

(Formerly known as Schrader Duncan Limited)

Registered Office & Plant

F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune - 412 209, India

Telephone : +91 2138 660-066 Fax : +91 2138 660-067

Email : del@duncanengg.com Web : www.duncanengg.com

CIN : L28991PN1961PLC139151

SUMMARY OF THE PROCEEDINGS OF 56TH ANNUAL GENERAL MEETING OF DUNCAN ENGINEERING LIMITED HELD ON THURSDAY, 3RD AUGUST 2017 AT 2:30 P.M. AT F-33, RANJANGAON MIDC, KAREGAON, TAL. SHIRUR, DIST. PUNE 412209

The 56th Annual General Meeting of the Members of Duncan Engineering Limited ("The Company") was held on Thursday, 3rd August 2017 at F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune 412209.

In the absence of the Chairman, Mr. J P Goenka, the members elected Mr. Akshat Goenka, Managing Director, as the Chairman of the Meeting. The requisite quorum being present, the Chairman declared the 56th Annual General Meeting open. The Board Members were introduced and Chairman delivered his speech.

The facility of casting votes by remote e-voting was provided to the members from 31st July 2017 (10 A.M.) to 2nd August 2017 (5 P.M.). Members who were present at the meeting and had not cast their votes electronically were provided opportunity to cast their votes at the end of the meeting through physically ballot papers at the meeting venue.

The following items of business, as per the Notice of the Annual General Meeting (AGM) were transacted at the meeting.

Ordinary Business:

1. Adoption of the Audited Financial Statements for the Financial Year 31 March, 2017 and Report of Board of Directors and Auditors thereon.
2. Re-Appointment of Mr. J P Goenka (DIN: 00136782), who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-Appointment of M/s. Singhi & Co, Chartered Accountants as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of 59th Annual General Meeting of the Company to be held in the year 2020.

Special Business:


4. Appointment of Mr. Akshat Goenka (DIN: 07131982), as Director of the Company.
5. Appointment of Mr. Akshat Goenka as Managing Director of the Company for a period of 5 (Five) years with effect from 9th February, 2017, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice.

Ms. Shaswati Vaishnav, Practicing Company Secretary (Membership No. ACS 11392) was appointed as Scrutinizer by the Board of Directors of the Company to overview the process of voting in fair & transparent manner. The Chairman authorized the Company Secretary to declare the results of voting.

Scrutinizer Report was received and accordingly all the resolutions as set out in the notice were declared as passed.

Yours sincerely,

For Duncan Engineering Ltd.


Rajib Kumar Gope
Company Secretary



Duncan Engineering Limited

(Formerly known as Schrader Duncan Limited)

Registered Office & Plant

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DUNCAN ENGINEERING LIMITED

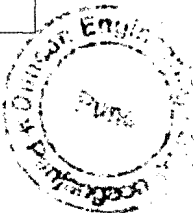
REGISTERED OFFICE : F33, RANJANGAON, MIDC KAREGAON , TALUKA SHIRUR, DIST. PUNE 412 209 MAHARASHTRA STATE.

VOTING RESULTS:

Date of the AGM	AUGUST 3, 2017
Total Number of shareholders on record date	3369
No.of shareholders present in the meeting either in person or through proxy:	
Promoter/Promoter Group	3
Public	17
No.of shareholders attending the meeting through Video Conferencing:	
Promoter/Promoter Group	NIL
Public	NIL

AGENDA WISE DISCLOSURE

Resolution Required : (Ordinary/Special)			Ordinary Adoption of Financial Statement for FY ended March 31, 2017.					
Whether Promoter or Promoter Group are interested in the agenda or Resolution?			Promoter and Promoter Group voted in favour of the 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 favor (4)	No. of Votes Against (5)	% of Votes in Favor on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter	E-Voting	2755855	2755855	100%	2755855	0	100%	0
	Poll	-	-	-	-	-	-	-

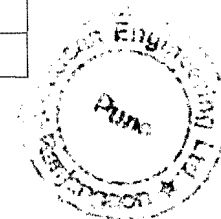


Group	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2755855	2755855	-	2755855	0	-	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2075	-	-	-	-	-	-
Public-Non Institutions	E-Voting	349	349	100%	344	5	98.567%	1.432%
	Poll	114	114	100%	114	nil	100%	nil
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	938070	463	-	458	5	-	-
Total		3696000	2756318	-	2756313	5	-	-

Resolution Required : (Ordinary/Special)			Ordinary Re-appointment of Mr. J. P. Goenka DIN 0316782 as Director.					
Whether Promoter or Promoter Group are interested in the agenda or Resolution?			Promoter and Promoter group voted in favour of the 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 favor (4)	No. of Votes Against (5)	% of Votes in Favor on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Promoter &	E-Voting	2755855	2755855	100%	2755855	0	100%	0

Promoter Group	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2755855	2755855	-	2755855	0	-	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2075	-	-	-	-	-	-
Public-Non Institutions	E-Voting	349	349	100%	344	5	98.567%	1.432%
	Poll	114	114	100%	114	nil	100%	nil
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	938070	463	-	458	5	-	-
Total		3696000	2756318	-	2756313	5	-	-

Resolution Required : (Ordinary/Special)			Ordinary Appointment of M/s. Singhi & Co. Statutory Auditors U/s 139 and 141 of CA 2013.					
Whether Promoter or Promoter Group are interested in the agenda or Resolution?			Promoter and Promoter Group voted in favour of the 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 favor (4)	No. of Votes Against (5)	% of Votes in Favor on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Promoter &	E-Voting	2755855	2755855	100%	2755855	0	100%	0

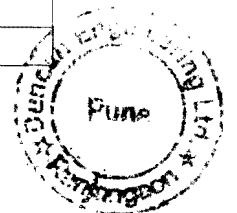


	applicable)							
	Total	2755855	2755855	-	2755855	0	-	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2075	-	-	-	-	-	-
Public-Non Institutions	E-Voting	349	349	100%	344	5	98.567%	1.432%
	Poll	114	114	100%	114	nil	100%	nil
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	938070	463	-	458	5	-	-
Total	3696000	2756318	-	2756313	5	-	-	

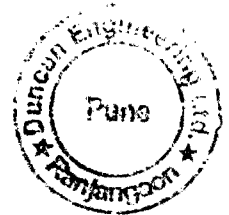
Resolution Required : (Ordinary/Special)		Ordinary Appointment of Mr. Akshat Goenka DIN No.07131982 as Director u/s 161 of CA, 2013.						
Whether Promoter or Promoter Group are interested in the agenda or Resolution?		No						
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes Against (5)	% of Votes in Favor on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	2755855	2755855	100%	2755855	0	100%	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-

Promoter Group	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2755855	2755855	-	2755855	0	-	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2075	-	-	-	-	-	-
Public-Non Institutions	E-Voting	349	349	100%	344	5	98.567%	1.432%
	Poll	114	114	100%	114	nil	100%	nil
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	938070	463	-	458	5	-	-
Total		3696000	2756318	-	2756313	5	-	-

Resolution Required : (Ordinary/Special)			Special Appointment of Mr. Akshat Goenka DIN No.07131982 as Managing Director u/s 196, 197 and 203 read with Schedule V of CA, 2013.					
Whether Promoter or Promoter Group are interested in the agenda or Resolution?			Promoter and Promoter Group voted in favour of the 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 favor (4)	No. of Votes Against (5)	% of Votes in Favor on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter	E-Voting	2755855	2755855	100%	2755855	0	100%	0
	Poll	-	-	-	-	-	-	-



Group	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2755855	2755855	-	2755855	0	-	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2075	-	-	-	-	-	-
Public-Non Institutions	E-Voting	349	349	100%	344	5	98.567%	1.432%
	Poll	114	114	100%	114	nil	100%	nil
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	938070	463	-	458	5	-	-
Total		3696000	2756318	-	2756313	5	-	-



Vaishnav Associates

Corporate Advisory Services,

B-308, Madhukunj Apartment, 8th Lane, Koregaon Park, Pune- 411 001.

Tel. :020 – 65232373 E-mail :shaswati.vaishnav@gmail.com

Combined Scrutinizers' Report on Remote E Voting and poll conducted at the 56th AGM of Duncan Engineering Limited held on August 3, 2017.

To
The Chairman,

56th (Fifty six) Annual General Meeting of the Equity Shareholders of Duncan Engineering Limited held on August 3, 2017 at 2.30 P.M. at F 33, Ranjangaon MIDC, Karegaon, Shirur, Pune 412 209.

Sub : Passing of Resolution(s) through electronic voting and poll pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of Companies (management and administration) rules, 2014 as amended.

Dear Sir,

The Board of Directors of Duncan Engineering Limited at its meeting held on May 17, 2017, has appointed me as the scrutinizer for the remote e voting process and scrutinize the physical ballot forms received from the members at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the listing agreement. I, say, am familiar and well versed with the concept of electronic voting system as prescribed under the said rules and SEBI circular No.CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014 issued in this regard.

REPORT ON SCRUTINY :

1. Duncan Engineering Limited had appointed National Securities Depository Limited (NSDL) as the service provider, for the purpose of extending the facility of remote e voting to the Members of Duncan Engineering Limited, Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of Duncan Engineering Limited.



2. The NSDL had provided a system for recording the votes of the Members electronically on all the five (5) items of the business (both ordinary and special businesses) to be transacted in the 56th Annual General Meeting (AGM) of Duncan Engineering Limited, which was held on August 3, 2017.
3. The NSDL had set up electronic voting facility on their website , <http://www.evoting.nsdl.com>
4. The said Duncan Engineering Limited (hereinafter referred to as Company) had uploaded all the five (5) items of the business to be transacted at the AGM on the website of the Company and also its service provider NSDL to facilitate their members to cast their votes thru e voting.
5. The cut off date for determining eligibility of the shareholders for voting on the items mentioned in notice of the Annual General Meeting (AGM) was 27th July 2017. As on the date there were 3369 Members of the Company The service provider had sent the notices of the AGM alongwith Annual Report and E voting details by E mail to 1270 Members whose mail id was made available with the RTA and for those members, whose email ids were not registered of 2121 Folios, were sent physical annual reports with notice (excluding multiple folios as well as disputed cases).
6. The notices sent (both thru email and physical form) contained the detailed procedure to be followed by members who were desirous of casting their vote electronically as provided in the rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
7. The cut off date for the purposes of identifying the members who will be entitled to vote on resolutions placed for approval of the Members was as prescribed in the aforesaid rules, the remote e voting facility was kept open for three days from Monday , July 31, 2017 at 10.00 A.M. to Wednesday, August 2, 2017 at 5.00 P.M.
8. The Company completed the dispatch of notices to Members by July 27, 2017.
9. As prescribed in clause (v) of Sub Rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in Financial Express having countrywide circulation

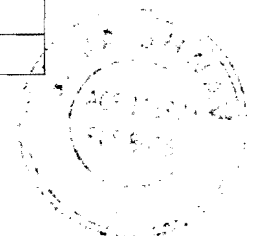


dated July 10, 2017 and in Marathi in Loksatta dated July 10, 2017. The notice published in the newspapers carried the required information as specified in sub rule 4 (v) (a) to (h) of the said Rule 20.

10. At the end of e-voting period on August 3, 2017 at 5.00 P.M. the voting portal of the service provider was blocked forthwith.
11. At the venue of the 56th AGM of the Company held on August 3, 2017 the facility to vote through ballot paper had been provided to facilitate those members present in the meeting but could not participate in the remote e voting to record their votes.
12. On August 3, 2017 after counting of the votes conducted at the venue of AGM thru ballot paper, the votes cast through remote e voting facility was duly unblocked by me as a scrutinizer in the presence of Mrs. Kiran Yadav And Mr. Ambadas Lagad who acted as witnesses as prescribed in sub rule 4 (xii) of the said rule 20.
13. After the voting at the AGM was concluded, ballot box kept for the purpose of Casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the registrar and transfer agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
14. Thereafter , I as scrutinizer duly compiled the details of remote e voting carried out by the Members together with the physical voting done at the venue of AGM by way of ballot paper, the details of which are as follows:

The results of remote e voting and also the voting conducted at the venue of the AGM by way of ballot papers are as under :

Details	Remote E Voting	Voting thru ballot paper at AGM	Total Voting
Number of Members who	8	12	20



cast their votes			
Total No.of shares held by them	2756204	114	2756318
Valid Votes	2756204	114	2756318

NOTE:

- Percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast through remote e voting and physical voting at the venue of the meeting.

ORDINARY BUSINESS:

ITEM No. 1 ,2 and 3:

- Item No. 1 of the Notice (As an Ordinary Resolution)
Consideration and adoption of audited financial statement of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756199	99.99	5	0.01	nil
Physical voting	114	100.00	-	-	nil
Total	2756313		5		

- Item No. 2 of the Notice (As an Ordinary Resolution)
Appointment of Mr. J.P. Goenka (holding DIN 0316782) who retires by rotation and being eligible offers himself for re appointment as a Director of the Company:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756199	99.99	5	0.01	nil
Physical voting	114	100.00	-	-	nil
Total	2756313		5		

- Item No. 3 of the the Notice (As an Ordinary Resolution)

Apointment of Singhi & Co. Chartered Accountants (Firm Registration No.302049E) as a statutory auditors

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756199	99.99	5	0.01	nil
Physical voting	114	100.00	-	-	nil
Total	2756313		5		

SPECIAL BUSINESS :

- iv) Item No.4 of the Notice (as a Ordinary Resolution)
To appoint Mr. Akshat Goenka (DIN 07131982) as Director of the Company

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756199	99.99	5	0.01	nil
Physical voting	114	100.00	-	-	nil
Total	2756313		5		

- v) Item No.5 of the Notice (as a Special Resolution)
To appoint Mr. Akshat Goenka (DIN 07131982) as Managing Director of the Company for a period of five years w.e.f. 9th February, 2017.

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756199	99.99	5	0.01	nil
Physical voting	114	100.00	-	-	nil
Total	2756313		5		

Note :



All the resolutions mentioned in the AGM Notice as per the details above stand passed under remote e voting and voting conducted at AGM by way of ballot papers with requisite majority and deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the registers received from the RTA and the electronic voting data received from the service provider, in respect of the votes cast thru remote e voting and the voting conducted at AGM by way of ballot papers by the Members of the Company .

Ballot Papers and all other relevant records relating to e voting and physical voting and is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chair person signs the minutes.

Thanking you,

Yours faithfully
Shaswati Vaishnav
ACS:11392, CP : 8675
Scrutinizer



Place: Pune
Date : August 3, 2017.

Rajib Gope
(Company Secretary and Compliance officer)
Duncan Engineering Limited

