

**Quarterly Corporate Governance Report  
{Under Regulation 27(2) of SEBI (Listing Obligation & Disclosure Requirements) 2015}**

1. Name of Listed Entity: Duncan Engineering Limited
2. Quarter ending: 31<sup>st</sup> December 2016

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN <sub>s</sub> & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jagdish Prasad Goenka	ADVPG8549C 00136782	Chairman-Non Executive	02/08/1962	N.A.	2	0	2
Mr.	Arvind Goenka	ADDPG4464E 00135653	Non Executive	25/06/1991	N.A.	3	1	0
Mr.	Shantanu Parvati	AGBPP1554H 03575619	Executive	29/07/2011	N.A.	1	2	0
Mr.	Brij Behari Tandon	AAAPT1143M 00740511	Non Executive-Independent	13/04/2012	5 years	7	6	2
Mr.	Nitin Kaul	BVGPK8859P 01718619	Non Executive-Independent	13/04/2012	5 years	1	0	0
Mr.	Om Prakash Dubey	ACUPD5768L 00228441	Non Executive-Independent	26/04/2012	5 years	2	1	2
Ms.	Arti Kant	AAIPK8196M 03218058	Non Executive-Independent	02/02/2015	5 years	1	2	0

§PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

<b>II. Composition of Committees</b>			
Name of the Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	
1. Audit Committee	O P Dubey B B Tandon Shantanu Parvati Arti Kant	Chairperson-Non Executive- Independent Non Executive- Independent Executive Non Executive- Independent	
2. Nomination & Remuneration Committee	O P Dubey Arvind Goenka B B Tandon Nitin Kaul	Chairperson-Non Executive- Independent Non Executive Non Executive- Independent Non Executive- Independent	
3. Stakeholders Relationship Committee'	J P Goenka Shantanu Parvati O P Dubey	Chairperson-Non Executive Executive Non Executive- Independent	
§Category of directors means Executive/Non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
29.07.2016	10.11.2016	103 days	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee:10.11.2016	Yes- All three members present	29.07.2016	103 days
Stakeholder Relationship Committee: 10.11.2016	Yes- All three members present	29.07.2016	
Nomination Remuneration Committee: No meeting held	N.A	N.A.	
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee-N A (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.</p>	
<p><b>Sd/-</b>  <b>Shantanu Parvati</b>  <b>Whole-time Director</b></p>	

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.