

The BSE Limited,  
Corporate Relationship Department  
1st floor, New Trading Wing,  
PJ Towers, Mumbai 400001  
SCRIP CODE: 504908

July 21, 2022.

Dear Sir,

**SUB: PROCEEDINGS AND OUTCOME OF 61<sup>st</sup> ANNUAL GENERAL MEETING ALONG  
WITH VOTING RESULTS AND SCRUTINIZERS REPORT;**

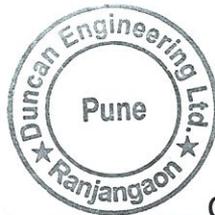
We are please to submit herewith the following with respect to the 61<sup>st</sup> Annual General Meeting (AGM) of the Company held on Thursday, July 21, 2022 thru VC/OAVM commenced at 10.00 AM and concluded at 10.45 AM.

1. Summary of proceedings of the AGM as required under Regulation 30 Part A of the Schedule III of the SEBI (LODR) Regulations 2015 – Annexure A
2. Voting Results pursuant to Regulation 44(3) of the SEBI (LODR) 2015 – Annexure B
3. Report of the Scrutinizer dated July 21, 2022 pursuant to Section 108 of the Companies Act, 2013 And Rule 20 of the Companies (Management and Administration) Rules 2014 – Annexure C

The above are also hosted on website of Company [www.duncanengg.com](http://www.duncanengg.com) and on [www.Instavote.Linkintime.co.in](http://www.Instavote.Linkintime.co.in)

Please take the same on record.

Thank you,



For DUNCAN ENGINEERING LIMITED

A handwritten signature in blue ink, appearing to read "Rajib Kumar Gope".

Rajib Kumar Gope

Company Secretary and Compliance Officer

**Duncan Engineering Limited**

(Formerly known as Schrader Duncan Limited)

Registered Office & Plant

F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune - 412 220 India

Telephone : +91 2138 660-066

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

CIN : L28991PN1961PLC139151

PROCEEDINGS OF THE ANNUAL GENERAL MEETING of DUNCAN ENGINEERING LIMITED HELD ON JULY 21,2022.

The 61<sup>st</sup> Annual General meeting of Duncan Engineering Limited (AGM) was held through Video Conferencing /Other Audio Visual Means on Thursday, 21st July 2022 which commenced at 10.00 A.M. and concluded at 10.45 A.M. IST.

The summary of the proceedings is as under:

- 1.Cut off date for e voting:14<sup>th</sup> July 2022
- 2.Total No. Of Shareholders as on Cut Off date: 3707
3. No. Of Shareholders who attended the Meeting through VC :21

Directors who attended:

Sr.No.	Name
1	Mr. Arvind Goenka
2	Mr. Akshat Goenka
3	Mr. O.P. Dubey
4	Mrs. Arti Kant

In the absence Mr. J.P. Goenka, Chairman of the Board, who could not attend the Annual General Meeting due to personal reasons, the Directors elected Mr. Arvind Goenka, as the Chairman and Mr. O.P. Dubey as Vice Chairman for this Meeting for the smooth conduct of the proceedings of the Meeting, in case of any connectivity issue at the end of Mr. Arvind Goenka, Chairman of the Meeting.

Mr. Arvind Goenka, Chairman of the Meeting extended a warm welcome to all the shareholders, auditors and invitees joining thru Video conferencing.

The Company had provided Members the facility to cast their vote electronically on InstaVote –Linkintimeevoting platform on all resolutions set forth in the notice dated May 17, 2022. The Members who have not cast their votes earlier through remote e voting on Instavote can cast their vote during the AGM.

Mr. Akshat Goenka, Managing Director, had joined in from his office in Noida.

Mr. Kamal Saria, CFO, Mr. Rajib Gope, Company Secretary have also joined the meeting from registered office at Pune.



The Directors present were requested to introduce themselves:

1. Mr. O.P. Dubey, Director from Pune
2. Mrs. Arti Kant, Director, from Mumbai

The quorum being present the meeting was commenced.

The Executive Board Members of the Company, representative of Statutory Auditor Secretarial Auditor and the Internal Auditor have also joined the Meeting through VC;

The Company has received three letters from corporate shareholders appointing authorised representative under section 113 of the Companies Act, 2013 in respect of 2755855 Equity Shares of Rs.10 each 74.56%.

Since AGM is held electronically, physical attendance of Members is dispensed with and also the requirement of proxy is not applicable.

The Register of Directors and KMP and their Shareholding, the Register of Directors and Shareholders and Agreement with CEO/MD are open for inspection by Members during the continuation of the Meeting on the Investor Tab of the Company's website or thru Instavote link as mentioned in the Notice of AGM dated May 17, 2022.

The Notice was taken as read and the Report by Statutory Auditor and Secretarial Auditor, being unqualified and without any adverse observations and comments, were taken as read.

Mr. Arvind Goenka, then addressed the Meeting, briefed the Shareholders on the performance of the Company and related matters.

The Company Secretary then informed

- The Board of Directors have appointed Ms. Shaswati Vaishnav, a Company Secretary in whole time practice as the scrutinizer to scrutinize the remote evoting and evoting during the Annual General Meeting process in a fair and transparent manner.
- The E voting period commenced on July 18<sup>th</sup> 2022 at 10 AM (IST) and ended on July 20, 2022, 5.00 PM (IST).



Thereafter Mr. Akshat Goenka, Managing Director of the Company initiated the Question and Answer session, wherein the registered speaker shareholders expressed their views and sort clarification on the performance of the Company and related matters.

Mr. Rajib Kumar Gope, Company Secretary informed the Members that the e voting process will continue for next fifteen minutes and will be disabled automatically.

Mr. Rajib Kumar Gope, Company Secretary thanked the Directors and Members for participating in the meeting and thanked everyone for the continued support and co-operations.

After conclusion of the AGM the scrutinizer unblocked votes cast through remote e voting and e voting at AGM and submitted report.

As per the report submitted by the Scrutinizer all the resolutions mentioned in the notice of the 61st AGM were passed with requisite majority as given Below:

Sr.No.	Particulars	Type of Resolution
1	To consider and adopt the Audited Standalone financial statement of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon;	Ordinary
2	Appointment of Mr.Arvind Goenka (DIN No. 00135653)	Ordinary

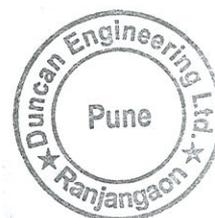


**RAJIB KUMAR GOPE**

**Company Secretary and Compliance Officer**

Date: 21.07.2022

Place: Pune



## Duncan Engineering Limited

**Resolution Required : (Ordinary)** 1 - To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2022 comprising audited Balance Sheet as at 31st March, 2022 and Statement of Profit and Loss for the year ended on that date, together with Notes forming part thereof and the Reports of the Board of

Whether promoter/ promoter group are interested in the agenda/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
Promoter and Promoter Group	E-Voting	2755855	2755855	100.0000	2755855	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2755855</b>	<b>100.0000</b>	<b>2755855</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2075	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	938070	608	0.0648	608	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>608</b>	<b>0.0648</b>	<b>608</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>3696000</b>	<b>2756463</b>	<b>74.5796</b>	<b>2756463</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

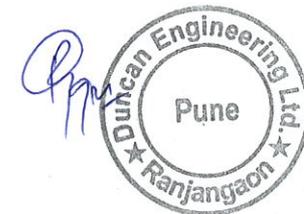


## Duncan Engineering Limited

**Resolution Required : (Ordinary)** 2 - To appoint a Director in place of Mr. Arvind Goenka (holding DIN 00135653), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and who, being eligible, offers himself for re-appointment.

**Whether promoter/ promoter group are interested in the agenda/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
Promoter and Promoter Group	E-Voting	2755855	2755855	100.0000	2755855	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2755855</b>	<b>100.0000</b>	<b>2755855</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2075	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	938070	608	0.0648	608	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>608</b>	<b>0.0648</b>	<b>608</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>3696000</b>	<b>2756463</b>	<b>74.5796</b>	<b>2756463</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Consolidated Scrutinizers' Report on Remote E Voting and E voting conducted at the 61<sup>st</sup> AGM of Duncan Engineering Limited held on July 21, 2022 at 10:00 A.M.

To  
The Chairman,  
Duncan Engineering Limited

**Sub: Consolidated Scrutinizer Report on remote e-Voting and AGM e-voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended.**

Dear Sir,

I, Shaswati Vaishnav, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Duncan Engineering Limited pursuant to Section 108 of Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules 2015 to conduct remote E Voting as well as electronic voting (remote) at the 61<sup>st</sup> Annual General Meeting (AGM) of Duncan Engineering Limited on Thursday, July 21, 2022 at 10.00 A.M. IST thru 2 way Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The AGM of the Company was held on Thursday 21st July 2022 by VC or OAVM and the voting items had been transacted as per the Notice of this AGM which was only thru electronic process and electronic means (remote) during the AGM in compliance with applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modifications or re enactment thereof) read with Rule 22 of the Companies (management and administrative) rules 2014 (the "rules") as amended from time to time and the General Circular No. 14/2020 dated April 8, 2020 the General Circular No.17/2020 dated April 13,2020 in relation to "Clarification on passing of Ordinary and Special Resolutions by companies under the Act and rules made thereunder on account of threat posed by COVID19 and General Circular No.20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), all issued by Ministry of Corporate Affairs, Government of India (MCA Circulars) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with circular dated May 12, 2020 in relation to "Additional Relaxation in relation to compliance with certain provisions of Listing Regulations – COVID 19 pandemic and

Circular No. 2/2022 dated May 5, 2022 of the Ministry of Corporate Affairs, Government of India (MCA Circulars) ”.

The venue for the AGM was the place where Chairman of the Board conducted the meeting. Further pursuant to the MCA and SEBI Circulars, the Notice of the AGM alongwith the Annual Report for FY 2021-2022 was sent in electronic form only to those Members whose email id address was registered with the Company/Depository. The Notice calling the 61st AGM has been uploaded on the website of the Company at [www.duncanengg.com](http://www.duncanengg.com) The notice can also be accessed from the website of the The BSE i.e. [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in) (agency for providing remote e voting facility.)

Since this AGM was held pursuant to MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above notice of MCA and SEBI circulars, the facility for appointment of proxies by Members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The Notice dated May 17, 2022 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in which resolutions proposed at the AGM of the Company.

The Company had availed e voting facility offered by Linkintime India – Instavote.linkintime.co.in for conducting remote evoting by the shareholders of the Company.

The Shareholders of the Company holding shares as on the cut-off date i.e. July14, 2022, 3707 Members were entitled to vote on the resolution as contained in the Notice of the AGM.

The voting period for remote e voting commenced on Monday 18th July, 2022 at 10 A.M. IST and ended on Wednesday, July 22, 2021 5.00 P.M. IST and the Instavote platform was blocked in due time. After the closure of the voting at the AGM the report on voting done thru electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The vote cast under remote e voting facility was thereafter unblocked in my presence. I have scrutinized and reviewed the remote e voting and the casting through electronic (remote) e voting at the meeting on the resolutions contained the notice of the AGM.



S. VAISHNAV  
ACS:11392  
PCS:8675  
★  
Vaishnav

My responsibility as Scrutinizer for the remote Evoting and voting conducted through electronic remote voting at the meeting is restricted to making a scrutinizers report of the votes cast in favour or against the resolution; if any.

Based on the results made available to me 12 Members have cast their vote through remote evoting platform and no member has cast his vote by means of evoting during AGM.

The AGM was closed at 10.45 A.M. I submit herewith as ANNEXURE I prescribed by SEBI for a consolidated results and additional report.

Thanking you.

*Shaswati Vaishnav*

Shaswati Vaishnav



Scrutinizer

Pune July 21, 2022

## Annexure-I

Thereafter, I as scrutinizer duly compiled the details of remote e voting carried out by the Members together with the e voting done during AGM, the details of which are as follows:

Details	Remote E Voting	E voting during AGM	Total Voting
Number of Members who cast their votes	12	NIL	
Total No.of shares held by them	2756463	NIL	2756463
Valid Votes	2756463		

### ADDITIONAL REPORT

DUNCAN ENGINEERING LIMITED – F 33 RANJANGAON MIDC  
KAREGAON, TAL SHIRUR PUNE 412 220

### ORDINARY BUSINESS:

#### Resolution 1 – Ordinary Resolution

Adoption of Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022 comprising of Balance Sheet, Profit and Loss Account and notes, together with the Reports of the Board of Directors and Auditors thereon:

#### i Voted in favour of the Resolution

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
12	2756463	100

#### ii. Voted against the resolution:

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
NIL	NIL	NIL

#### iii. Invalid Votes:

No. of Members	No. of invalid votes cast



*S. Vaishnav*