

The Members,  
DUNCAN ENGINEERING LIMITED,  
F- 33 Ranjangaon MIDC,  
Karegaon , Tal. Shirur  
Pune 412 209

ANNUAL SECRETARIAL COMPLIANCE REPORT UNDER  
REGULATION 24A OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE  
REQUIREMENT) REGULATIONS 2015

For the Year Ended 31st March, 2023

(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021. w.e.f. 05/05/2021 )

I have examined:

- (a) All the documents and records made available to us and explanation provided by DUNCAN ENGINEERING LIMITED;
- (b) The filings/submissions made by the DUNCAN ENGINEERING LIMITED to the stock exchange;
- (c) Website of the DUNCAN ENGINEERING LIMITED;
- (d) Any other document/filing as may be relevant, which has been relied upon to make this Certification;

For the period ended March 31, 2023 (Review period) in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, Circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;





(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable);

(e) Securities and Exchange Board of India (Share based employee benefits) Regulations 2014 (Not Applicable);

(f) Securities and Exchange Board of India (issue and listing of Debt Securities) Regulations 2008; (Not Applicable);

(g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations 2013; (Not Applicable)

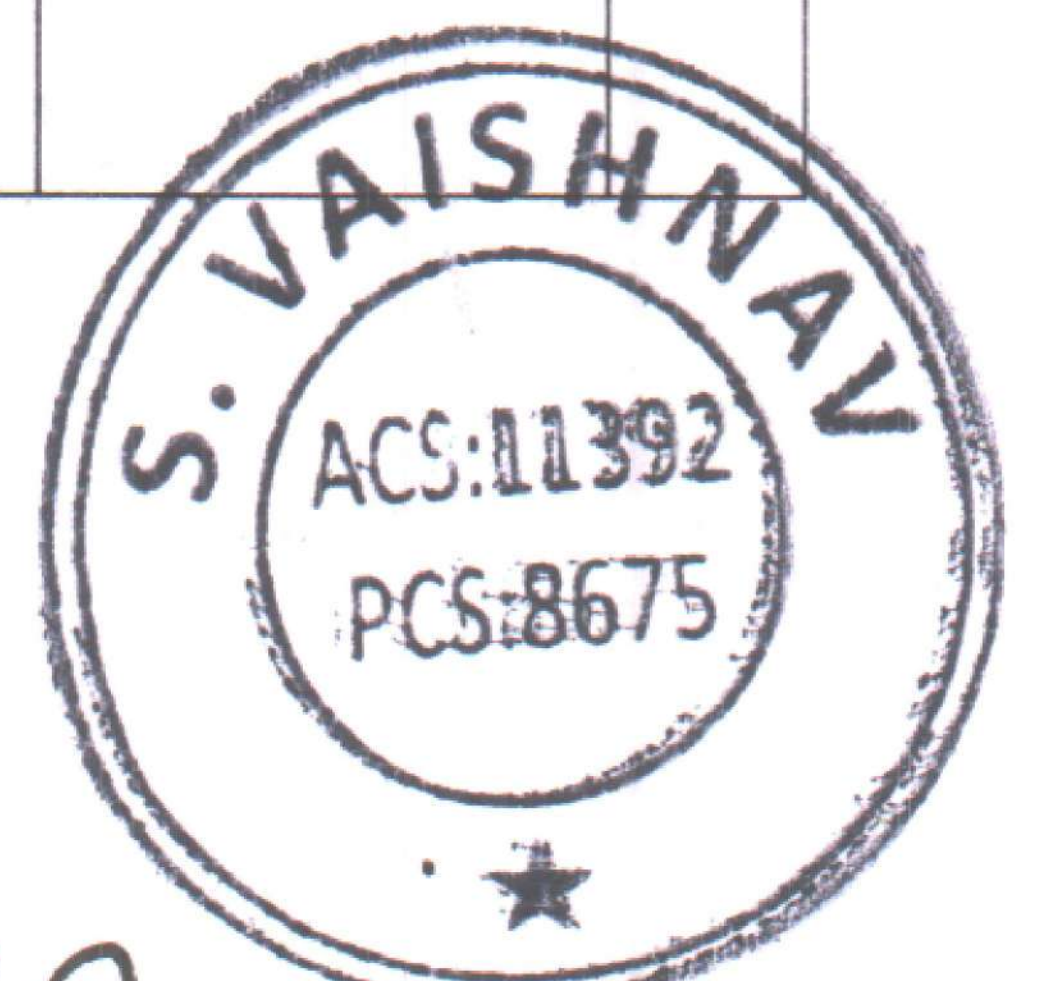
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;

(i) other regulations as applicable

And based on the above examination, I hereby report that, during the Review Period;;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below:										
Sr. No.	Compliance Requirement(Regulations)/ Circulars/guidelines Including specific clause	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details Of violation	Observations/ Remarks of the PCS	Management Reponse	Remarks	
		N O N E								
(b) The listed entity has taken the following actions to comply with the observations made in previous reports:										
Sr. No.	Compliance Requirement (Regulations) / Circulars/guidelines Including specific clause	Regulation / Circular No.	Deviation s	Action Taken by	Type of Action	Details Of Violation	Fine Amount INR	Observations/ Remarks of the PCS	Management Reponse	Remarks
				N O	N E					

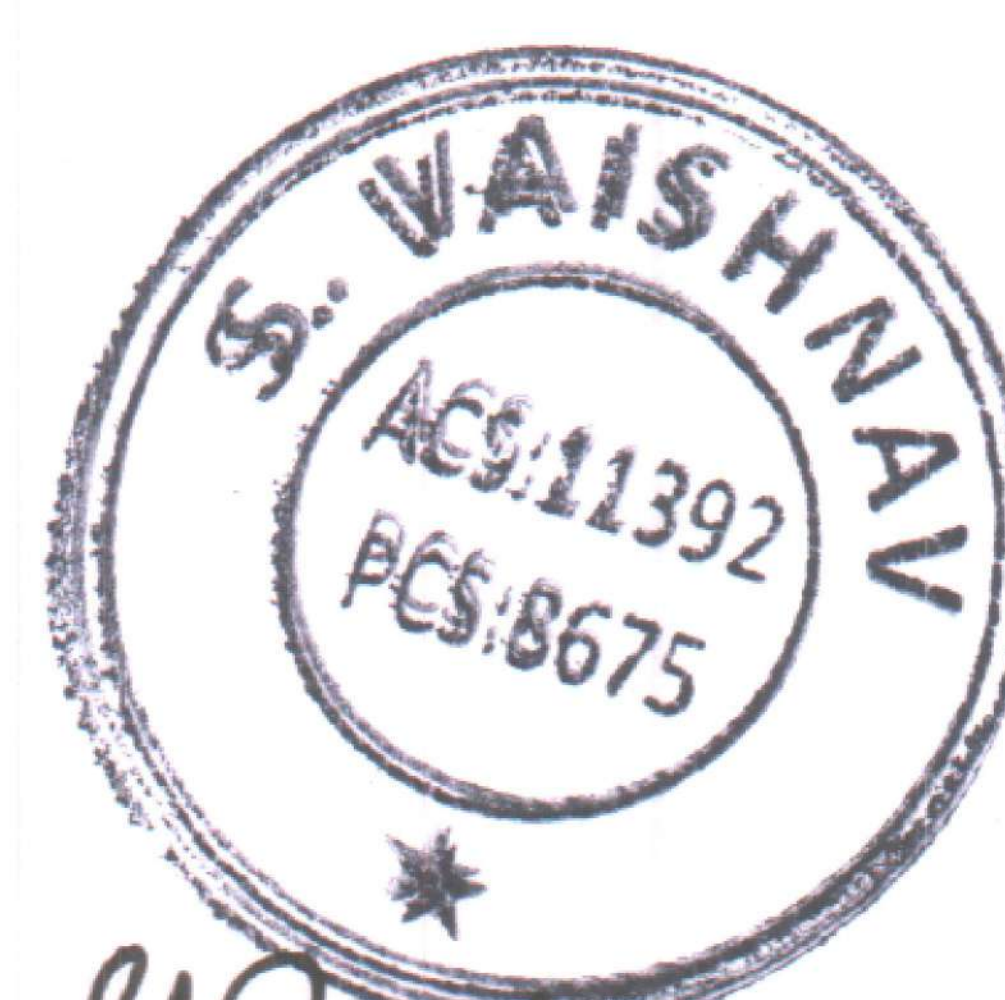


*Shashnav*



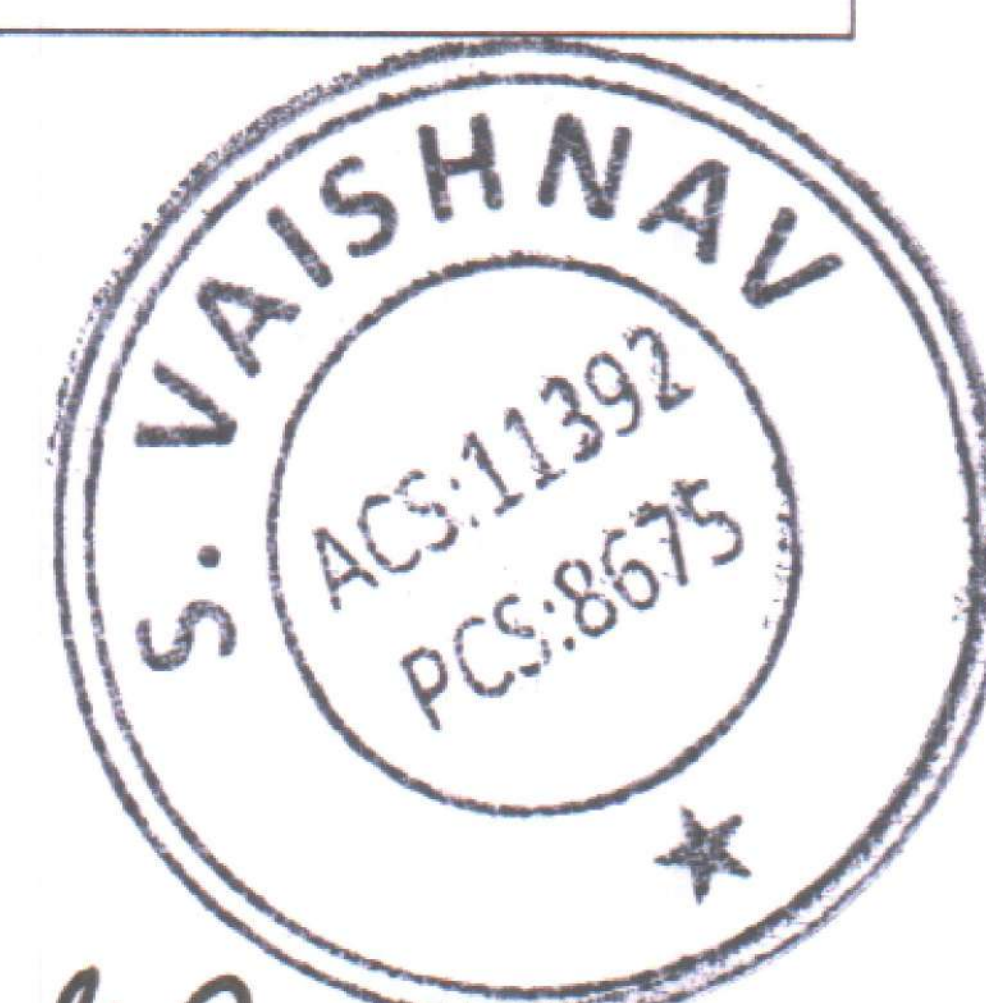
In Addition to the abovementioned circular the following affirmations are being provided hereunder:

Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/remarks By PCS.
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	YES	All the procedures laid down by SS1 and SS2 have been adhered to by the Company.
2.	Adoption and timely updation of the Policies: -All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entities -All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES	The Company from time to time puts up the renewed or new guidelines to the Board/Senior Management for their perusal/awareness and also implements updates and amendments to Policies .
3.	Maintenance and disclosures on Website: -The listed entity is maintaining a functional website -Timely dissemination of the documents/information under a separate section on the website -Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re directs to the relevant document(s) section of the website	YES	Though the Company has a functional website, there is a need to improve to position the documents disseminated.
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.	YES	None of the Directors of the Company as on March 31, 2023 are disqualified under Section 164 of CA 2013.
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	





6.	<p>Preservation of Documents.</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservations of Documents and Archival policy prescribed under SEBI LODR Regulations 2015</p>	YES	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board Independent Directors and the Committee at the start of every financial year as prescribed in SEBI Regulations.</p>	YES	<p>As per SEBI LODR and Companies Act, the Board Evaluation is required to be done once in a year. Formal process of Performance Evaluation was carried during January 2023 for FY 22-23.</p>
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related Party transactions;</p> <p>(b) In case no prior approval obtained the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	YES	<p>The Company has obtained prior omnibus approval for Related Party Transactions.</p> <p>Hence no subsequent approval /ratification required from Audit Committee</p>
9.	<p>Disclosure of events or information</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations 2015 within the time limits prescribed thereunder</p>	YES	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations 2015</p>	YES	
11.	<p>Action taken by SEBI or Stock Exchanges , if any:</p> <p>No actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the SOP issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.</p>	NA	



*S. Vaishnav*



12.	Additional Non compliances , if any:	NA	
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Pune  
May 15 , 2023

*S. Vaishnav*  
S. VAISHNAV  
Company Secretary  
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