

**Ref: DEL/SEC/2024/10/8**

Date: October 29, 2024

To  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

**BSE Scrip Code: 504908**

**Sub: Postal Ballot Notice**

Dear Sir/ Madam,

This has reference to our letter dated 18.10.2024 regarding obtaining approval of the members as per the provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to consider the appointment of Dr. Dharmendra Singh Gangwar (DIN: 08299862) as an Independent Director of the Company for a first term of 5 years w.e.f. 18.10.2024.

We wish to inform you that the Company has completed today, i.e., on October 29, 2024, the electronic dispatch of the Postal Ballot Notice dated October 18, 2024.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of Postal Ballot together with the Explanatory Statement.

In accordance with the General Circulars No. 14/2020 dated 08th April 2020, No. 3/2022 dated 5th May 2022, No. 11/2022 dated 28th December 2022, No. 9/2023 dated 25th September 2023 and No. 9/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Postal Ballot Notice is being sent only by electronic mode to the members whose name appear in the Register of Members / List of Beneficial Owners as on October 25, 2024, i.e., cut-off date and whose email addresses are registered with the Company / Depositories / R & T Agent. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

The Company has engaged the services of the Link Intime India Private Limited for providing e-voting facility. The e-voting period will commence on Wednesday, October 30, 2024 at 9.00 a.m. (IST) and end on Thursday, November 28, 2024 at 5.00 p.m. (IST). The results of the Postal Ballot will be announced on or before November 30, 2024, before the close of the working hours.

The Notice of Postal Ballot is available on the website of the Company - [www.duncanengg.com](http://www.duncanengg.com). We request you to kindly take the same on your record.

Thanking you.

**For Duncan Engineering Limited**

Sayalee Yengul  
Company Secretary

**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](mailto:del@duncanengg.com) Web : [www.duncanengg.com](http://www.duncanengg.com)

CIN : L28991PN1961PLC139151

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## **POSTAL BALLOT NOTICE**

**Dear Member(s)**

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013, (the "Act") and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") as amended from time to time, read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR), including any statutory modification(s) or re-enactment thereof, for the time being in force, and General Circulars No. 14/2020 dated 08th April 2020, No. 3/2022 dated 5th May 2022, No. 11/2022 dated 28th December 2022, No. 9/2023 dated 25th September 2023 and No. 9/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") for obtaining assent of the members of the Company by means of Postal Ballot voting through electronic means ("remote e-voting") on the Resolution set out in this Notice.

In view of the COVID-19 related requirements, MCA Circulars were issued by the Ministry of Corporate Affairs inter alia specifying the framework for the conduct of special businesses through the mechanism of Postal Ballot/ e-voting. Accordingly, the Postal Ballot Notice is being sent vide e-mail to all the shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent ("RTA") / Depository Participant(s) and are entitled to cast their votes as on the Cut-off date being 25.10.2024.

The Members' consideration and approval are sought for the Special Resolution(s) annexed hereto. The Explanatory Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolution(s) is also appended herewith and is being sent to the Members for their consideration vide email.

In compliance with the requirements of MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the Members for this Postal Ballot. Accordingly, the proposed Resolution(s) and the Explanatory Statement thereto is sent to you for your consideration, vide email. The Company has appointed Mrs. Shaswati Vaishnav, Vaishnav Associates, Practicing Company Secretary, Pune as Scrutinizer for scrutinizing the Postal Ballot remote e-voting process in a fair and transparent manner.

The Ordinary Resolution(s) shall be declared as passed by Postal Ballot if votes cast in favour are exceeding the votes cast against the resolution whereas the Special Resolution(s) shall be declared as passed by Postal Ballot if votes cast in favour are exceeding three times the votes cast against the resolution(s).

You are requested to read the Notes to this Notice and provide your assent (FOR) or dissent (AGAINST), in the electronic form as mentioned in the notes before the close of working hours (5:00 p.m. IST) on 28.11.2024. The Scrutinizer will submit her report to the Chairman / any other Director / Company Secretary as authorised by the Company after completion of the remote e-voting Postal Ballot process. Results of the Postal Ballot remote e-voting will be declared by the

**Duncan Engineering Limited**

Regd. Office: F33, Ranjangaon MIDC Karegaon, Tal Shirur Pune 412209

CIN: L28991PN1961PLC139151, Website: [www.duncanengg.com](http://www.duncanengg.com)

Tel : + 91-2138-660066, Fax : + 91-2138-660067

Email ID: [complianceofficer@duncanengg.com](mailto:complianceofficer@duncanengg.com)

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Chairman / any other Director / Company Secretary as authorised by the Company on or before 30.11.2024 and shall be also displayed on the website of the Company, viz. [www.duncanengg.com](http://www.duncanengg.com) and communicated to the BSE Limited, where the Company's shares are listed. The declaration of the results of the Postal Ballot remote e-voting by the Chairman / Director / Company Secretary as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable rules thereunder.

Members may note that as required under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant MCA Circulars, the Company is offering remote e-voting facility to all its Members as a compulsory mode to exercise their right to vote. The Company has engaged the services of Link Intime India Private Limited (Link Intime) to provide e-voting facility to members of the Company which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Detailed instructions to use the facility are given separately.

**PROPOSED RESOLUTIONS****SPECIAL BUSINESS:****Item No 1:****To consider the appointment of Dr. Dharmendra Singh Gangwar as an Independent Director of the Company**

To consider and, if thought fit, pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 16(1)(b), 17(1C), 25(2A) and 25(8) including such other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee, Dr. Dharmendra Singh Gangwar (DIN 08299862), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 18th October 2024 and who holds office of Director up to the date of ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Rules thereof including amendments thereunder read with Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 (Five) consecutive years with effect from 18th October 2024.

**Duncan Engineering Limited**

Regd. Office: F33, Ranjangaon MIDC Karegaon, Tal Shirur Pune 412209

CIN: L28991PN1961PLC139151, Website: [www.duncanengg.com](http://www.duncanengg.com)

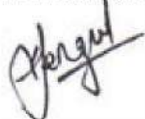
Tel : + 91-2138-660066, Fax : + 91-2138-660067

Email ID: [complianceofficer@duncanengg.com](mailto:complianceofficer@duncanengg.com)

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to modify the terms and conditions of appointment of Dr. Dharmendra Singh Gangwar (DIN 08299862) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act, 2013 and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**By Order of the Board of Directors  
For Duncan Engineering Limited**

**Name:** Sayalee Yengul**Designation:** Company Secretary**Place:** Pune**Membership no.:** A37267**Date:** 18th October 2024**NOTES:**

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
3. The Postal Ballot Notice along with the Explanatory Statement thereof is being sent through electronic mode only to those Members, whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent (“RTA”) / Depository Participant(s). Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents / Annual Reports electronically to their email address. For members who have not received the notice due to change / non-registration of their e-mail address with the Company / RTA / Depository Participants, they may follow the procedure given below.

**A. Registration for Demat shareholders:**

Shareholders holding shares in dematerialized mode are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants.

**B. Registration of Email Id for shareholders holding physical shares:**

Shareholders holding shares in physical mode are requested to furnish their email addresses and mobile numbers with the Company at [complianceofficer@duncanengg.com](mailto:complianceofficer@duncanengg.com) or its R&T Agent viz. Link Intime India Private Limited at [pune@linkintime.co.in](mailto:pune@linkintime.co.in).

4. The Members who have not received any communication regarding this Postal Ballot remote e-voting for any reason whatsoever, such Member is requested to contact the Company at [savalee.yengul@duncanengg.com](mailto:savalee.yengul@duncanengg.com) or M/s Link Intime India Pvt Ltd. at [pune@linkintime.co.in](mailto:pune@linkintime.co.in) between 09:00 am to 05:00 pm IST on all working days, except Sunday.
5. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 25.10.2024.
6. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 25.10.2024. The right to vote by the Postal Ballot i.e. remote e-voting shall not be exercised by a Proxy.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of Members.
8. The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 25.10.2024, are entitled to exercise his/her vote through e-voting. The member who does not hold any shares as on cut-off date may treat this notice for information purposes only.
9. Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to [complianceofficer@duncanengg.com](mailto:complianceofficer@duncanengg.com) for the same. The copy of relevant documents referred to above would be available for inspection by the Members on the website of the Company ([www.duncanengg.com](http://www.duncanengg.com)) up to the date of declaration of the results.
10. Voting through electronic means:

In compliance with Regulation 44 of SEBI LODR and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules and Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India & MCA Circulars, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime to provide e-voting facility to all its members.

The e-voting period commences on Wednesday, October 30, 2024 (9.00 a.m.) and ends on Thursday, November 28, 2024 (5.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 25.10.2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

**The instructions for voting through electronic means are as under:**

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password

- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> /  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.



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**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.

- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

## Duncan Engineering Limited

Regd. Office: F33, Ranjangaon MIDC Karegaon, Tal Shirur Pune 412209

CIN: L28991PN1961PLC139151, Website: [www.duncanengg.com](http://www.duncanengg.com)

Tel : + 91-2138-660066, Fax : + 91-2138-660067

Email ID: [complianceofficer@duncanengg.com](mailto:complianceofficer@duncanengg.com)



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- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
11. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.
  12. If you are already registered with Link Intime for e-voting, then you can use your existing User ID and Password for casting your vote.
  13. You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).
  14. Upon completion of the scrutiny, the Scrutinizer will submit her report to the Chairman / any Director / Company Secretary as authorised by the Company.
  15. The result of the postal ballot i.e. remote e-voting shall be declared on or before 30.11.2024. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website [www.duncanengg.com](http://www.duncanengg.com) and communicated to the Stock Exchange viz. BSE Limited (BSE) and will also be available on the website of Link Intime [www.linkintime.co.in](http://www.linkintime.co.in). The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 28.11.2024, i.e. the last date specified for e-voting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO 1 OF THE NOTICE:**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Rules thereof including amendments thereunder the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company appointed, Dr. Dharmendra Singh Gangwar (DIN 08299862) as an Additional Director of the Company with effect from 18.10.2024. He is designated as an Independent Director for first term of 5 (five) consecutive years with effect from 18.10.2024.

Pursuant to regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including amendments thereunder, Dr. Gangwar shall hold the office of director till the next general meeting or for a period of three months from the date of appointment, whichever is earlier.

Dr. Dharmendra Singh Gangwar (DIN: 08299862), aged 61 years, a retired Indian Administrative Service (IAS) officer, brings over 35 years of distinguished leadership in senior policy making and implementation roles across the Government of India and state governments. An MBBS Gold Medalist from King George's Medical College, he has advanced training in public policy and financial management from Harvard Kennedy School and Duke University.

Dr. DS Gangwar played a pivotal role in national initiatives such as India's COVID-19 response, rural development programs, and international projects like World Food India. He is also an accomplished public speaker and adjunct professor, with consultancy experience for the World Health Organization. His expertise spans public health management, strategic policy development, and corporate governance, with strong interests in mentoring, lifestyle medicine, and financial literacy.

He does not hold any equity shares in the Company.

He is a Member of the Audit Committee and Stakeholders Relationship Committee of the Company w.e.f. 19.10.2024.

Details of his directorship & other positions held in other listed companies is given below.

Sr. No.	Director Category	Name of Company	Name of committee	Position in Committee
1	Independent Director	Paisalo Digital Limited	Stakeholders Relationship Committee	Chairman
			Fraud Monitoring Committee	Chairman
			Nomination and Remuneration Committee	Member

He has not resigned as a director from any listed entity in the past three years.

He has not attended any meeting of the Board of Directors of the Company during the Financial Year 2024-25.

Dr. DS Gangwar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and Rules thereof including amendments thereunder, and has given his consent to act as a director. He holds a valid registration certificate of having his name included in the Databank of Independent Directors and is exempted from the proficiency self-assessment test of the Indian Institute of Corporate Affairs.

The Company has also received a declaration from Dr. DS Gangwar that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules thereof including amendments thereunder and Regulation 16 (1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder and affirmation that he is not debarred from holding the office of director pursuant to any SEBI order as per BSE Circular no LIST/COMP/14/2018-19 dated 20.06.2018.

As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for every appointment of an Independent Director, the Board is of the opinion that Dr. DS Gangwar fulfills the conditions specified in the said Act and the Rules made thereunder and also possesses an appropriate balance of skills, requisite expertise and experience including proficiency and knowledge and he is a person of high integrity and repute so as to enable the Board to discharge its functions and duties effectively. In the opinion of the Board of Directors, Dr. DS Gangwar is independent of the management of the Company and fulfills the conditions specified in the Act, and the rules made thereunder for appointment as an Independent Director.

Dr. DS Gangwar meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

Strategy and Planning, Risk and Compliance Oversight, Company Management, Regulatory Compliance and Governance, Finance and Accounts, Spearheading New Projects, Developing Growth Strategies, Restructuring Businesses, Manufacturing & Operations, Industry experience, Knowledge of business sector.

The Board considers that his experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Dr. DS Gangwar as an Independent Director for first term of 5 (five) consecutive years with effect from 18.10.2024.

The draft letter for the appointment of Dr. DS Gangwar as an Independent Director setting out the terms and conditions is available for inspection by the members.

**Duncan Engineering Limited**

Regd. Office: F33, Ranjangaon MIDC Karegaon, Tal Shirur Pune 412209

CIN: L28991PN1961PLC139151, Website: [www.duncanengg.com](http://www.duncanengg.com)

Tel : + 91-2138-660066, Fax : + 91-2138-660067

Email ID: [complianceofficer@duncanengg.com](mailto:complianceofficer@duncanengg.com)



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Dr. DS Gangwar is not inter-se related with any other Director or Key Managerial Personnel of the Company.

Except Dr. DS Gangwar and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors recommends the special resolution set out in item no. 1 of the notice for the approval of members of the Company.

**By Order of the Board of Directors  
For Duncan Engineering Limited**

A handwritten signature in black ink, appearing to read "Sayalee Yengul", is written over a light blue circular stamp.

**Name:** Sayalee Yengul

**Designation:** Company Secretary

**Membership no.:** A37267

**Place:** Pune

**Date:** 18th October 2024