

Ref: DEL/SEC/2024/05/04

Date: May 21, 2024

To
The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

BSE Scrip Code: 504908

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2024

Please find attached herewith Secretarial Compliance Report for the year ended 31st March 2024 under Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you.

For Duncan Engineering Limited

Sayalee Yengul
Company Secretary

Encl: 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

The Members,
DUNCAN ENGINEERING LIMITED

ANNUAL SECRETARIAL COMPLIANCE REPORT UNDER
REGULATION 24A OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE
REQUIREMENT) REGULATIONS 2015 FOR THE FINANCIAL YEAR ENDED MARCH
31, 2024.

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 financial year ended March 31, 2024 (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 2021 (Not Applicable);

(f) Securities and Exchange Board of India (issue and listing of Non Convertible Securities) Regulations 2021; (Not Applicable);

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

(h) other regulations as applicable;
And circulars/guidelines as applicable;

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 and SS 3 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	All policies as required by SEBI Regulations and the Companies Act, 2013 are put up on the Company website and updated as and when required.
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	YES	The Company has a website which is updated from time to time with necessary information as required.



	-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
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, 2024 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.	Preservation of Documents. 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	YES	
7.	Performance Evaluation: 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.	YES	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related Party transactions; (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.	YES	The Company has obtained prior omnibus approval for Related Party Transactions. Hence no subsequent approval /ratification required from Audit Committee
9.	Disclosure of events or information 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	YES	



10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations 2015	YES	The Company has installed System Driven Database which complies with these Regulations.
11.	Action taken by SEBI or Stock Exchanges , if any: 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.	NA	
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries. In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1. and 6.2 of Section V D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	
13.	Additional Non compliances , if any:	NA	

(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 A							

(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.A.						

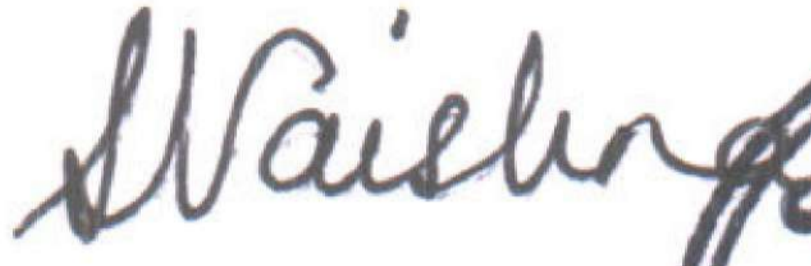


Assumptions and limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. The report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Pune
May 21, 2024

UDIN A011392F000408646
PR No.2538/2022 dated August 5, 2022.


S. VAISHNAV
Company Secretary
ACS 11392 PCS 8675

