

Date: August 2, 2018

To
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip Code: 504908

Dear Sir/Madam,

Sub: Regulation 30 and Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

1. Proceedings of 57th Annual General Meeting
2. Voting Results
3. Scrutinizer's Report

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, we are submitting herewith the summary of proceedings of 57th Annual General Meeting of the Company held on Thursday, 2nd August 2018 at F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune 412209.

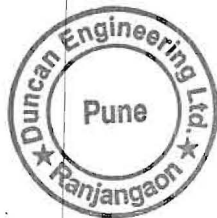
Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, please find enclosed herewith voting results of the business transacted at the AGM along with combined report of the Scrutinizer on remote e-voting and voting through ballot papers at the AGM. This is for your information and record.

The above voting results along with Scrutinizer's Report are also being uploaded on the website of the Company www.duncanengg.com.

Thanks & Regards,

For Duncan Engineering Ltd.


Rajib Kumar Gope
Company Secretary



Enc: 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

SUMMARY OF THE PROCEEDINGS OF 57TH ANNUAL GENERAL MEETING OF DUNCAN ENGINEERING LIMITED HELD ON THURSDAY, 2ND AUGUST 2018 AT 11:30 A.M. AT F-33, RANJANGAON MIDC, KAREGAON, TAL. SHIRUR, DIST. PUNE 412209

The 57th Annual General Meeting of the Members of Duncan Engineering Limited ("The Company") was held on Thursday, 2nd August 2018 at F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune 412209.

In the absence of the Chairman, Mr. J P Goenka, the members elected Mr. O P Dubey, Director, as the Chairman of the Meeting. The requisite quorum being present, the Chairman declared the 57th Annual General Meeting open. The Board Members were introduced and Chairman delivered his speech.

The facility of casting votes by remote e-voting was provided to the members from 30th July 2018 (10 A.M.) to 1st August 2018 (5 P.M.). Members who were present at the meeting and had not cast their votes electronically were provided opportunity to cast their votes at the end of the meeting through physically ballot papers at the meeting venue.

The following items of business, as per the Notice of the Annual General Meeting (AGM) were transacted at the meeting.

Ordinary Business:

1. Adoption of the Audited Financial Statements for the Financial Year 31 March, 2018 and Report of Board of Directors and Auditors thereon.
2. Re-Appointment of Mr. Arvind Goenka (DIN: 00135653), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Continuation of Mr. J P Goenka (DIN: 0136782), as Director of the Company. (Special Resolution)


Pursuant to the provisions of Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements (Amendment) Regulations, 2018, (to be effective from 01.04.2019) the approval of the Company be and is hereby accorded for continuation of Mr. J P Goenka (holding DIN 00136782), aged 82 years, who is, otherwise liable to retire by rotation as Non Executive Director of the Company.

Ms. Shaswati Vaishnav, Practicing Company Secretary (Membership No.ACS 11392) was appointed as Scrutinizer by the Board of Directors of the Company to overview the process of voting in fair & transparent manner. The Chairman authorized the Company Secretary to declare the results of voting.

Scrutinizer Report was received and accordingly all the resolutions as set out in the notice were declared as passed.

Yours sincerely,

For Duncan Engineering Ltd.


Rajib Kumar Gope
Company Secretary



Duncan Engineering Limited

(Formerly known as Schrader Duncan Limited)

Registered Office & Plant

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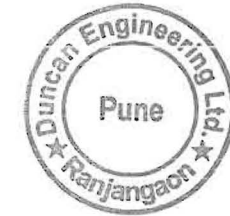
CIN : L28991PN1961PLC139151

DUNCAN ENGINEERING LIMITED

REGISTERED OFFICE : F33, RANJANGAON, MIDC KAREGAON , TALUKA SHIRUR, DIST. PUNE 412 209 MAHARASHTRA STATE.

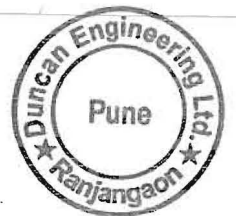
VOTING RESULTS:

Date of the AGM	AUGUST 2, 2018
Total Number of shareholders on record date	3268
No.of shareholders present in the meeting either in person or through proxy:	
Promoter/Promoter Group	3
Public	20
No.of shareholders attending the meeting through Video Conferencing:	
Promoter/Promoter Group	NIL
Public	NIL



Duncan Engineering Limited

Resolution Required : (Ordinary)		1 - Adoption of the Audited Financial Statements for the Financial Year 31 March, 2018 and Report of Board of Directors and Auditors thereon.							
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	2755855	2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2755855	100.0000	2755855	0	100.0000	0.0000	0
Public Institutions	E-Voting	2075	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	938070	164	0.0175	159	5	96.9512	3.0488	0
	Poll		100	0.0107	100	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		264	0.0282	259	5	98.1061	1.8939	0
Total		3696000	2756119	74.5703	2756114	5	99.9998	0.0002	0



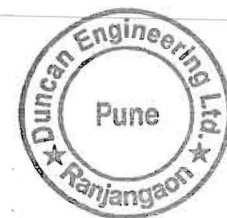
Duncan Engineering Limited

Resolution Required : (Ordinary)

2 - Re-Appointment of Mr. Arvind Goenka (DIN: 00135653), who retires by rotation.

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	No. of votes invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	2755855	2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2755855	100.0000	2755855	0	100.0000	0.0000	0
Public Institutions	E-Voting	2075	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	938070	164	0.0175	159	5	96.9512	3.0488	0
	Poll		100	0.0107	100	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		264	0.0282	259	5	98.1061	1.8939	0
Total		3696000	2756119	74.5703	2756114	5	99.9998	0.0002	0



Duncan Engineering Limited

Resolution Required : (Special)		3 - Continuation of Mr. J P Goenka (holding DIN 0136782) as Non Executive Director.							
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	2755855	2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2755855	100.0000	2755855	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	2075	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0.0000
Public Non Institutions	E-Voting	938070	164	0.0175	159	5	96.9512	3.0488	0
	Poll		100	0.0107	100	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		264	0.0282	259	5	98.1061	1.8939	0
Total		3696000	2756119	74.5703	2756114	5	99.9998	0.0002	0

Combined Scrutinizers' Report on Remote E Voting and poll conducted at the 57th AGM of Duncan Engineering Limited held on August 2, 2018.

To
The Chairman,

57th (Fifty seventh) Annual General Meeting of the Equity Shareholders of Duncan Engineering Limited held on August 2, 2018 at 11.30 A.M. at F 33, Ranjangaon MIDC, Karegaon, Shirur, Pune 412 209.

Sub: Passing of Resolution(s) through electronic voting and poll pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) rules, 2014 as amended.

Dear Sir,

The Board of Directors of Duncan Engineering Limited at its meeting held on May 25, 2018, has appointed me as the scrutinizer for the remote e voting process and scrutinize the physical ballot forms received from the members at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings to carry out the scrutiny of the Remote E Voting and Voting through Ballot at the venue of the Annual General Meeting in respect of all three resolutions as mentioned herein below and contained in Notice dated 25th May, 2018.


REPORT ON SCRUTINY:

1. Duncan Engineering Limited had appointed Link Intime India Private Limited (LIPL) as the service provider, for the purpose of extending the facility of remote e voting to the Members of Duncan Engineering Limited, Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of Duncan Engineering Limited.



2. The LIPL had provided a system for recording the votes of the Members electronically on all the three (3) items of the business (both ordinary and special business) to be transacted in the 57th Annual General Meeting (AGM) of Duncan Engineering Limited, which was held on August 2, 2018.
3. The LIPL had set up electronic voting facility on their website , <http://www.instavote.linkintime.co.in>
4. The said Duncan Engineering Limited (hereinafter referred to as Company) had uploaded all the three (3) items of the business to be transacted at the AGM on the website of the Company and also its service provider LIPL to facilitate their members to cast their votes thru e voting.
5. The cut-off date for determining eligibility of the shareholders for voting on the items mentioned in notice of the Annual General Meeting (AGM) was 26th July 2018. As on the date there were 3268 Members of the Company. The service provider had sent the notices of the AGM along with Annual Report and E voting details by E mail to 1280 Members whose mail id was made available with the RTA and for those members, whose email ids were not registered of 1997 folios, were sent physical Annual Reports with notice (excluding multiple folios as well as disputed cases).
6. The notices sent (both thru email and physical form) contained the detailed procedure to be followed by members who were desirous of casting their vote electronically as provided in the rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
7. The cut-off date for the purposes of identifying the members who will be entitled to vote on resolutions placed for approval of the Members was as prescribed in the aforesaid rules, the remote e voting facility was kept open for three days from Monday, July 30, 2018 at 10.00 A.M. to Wednesday, August 1, 2018 at 5.00 P.M.
8. The Company completed the dispatch of notices to Members by July 7, 2018

S. Vaishnav



A circular stamp with the text "S. VAISHNAV" around the top edge, "ACS:11392" in the center, and "PDS:8675" at the bottom. There is a small star symbol at the bottom center of the stamp.

9. As prescribed in clause (v) of Sub Rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in Financial Express having countrywide circulation dated July 7, 2018 and in Marathi in Loksatta dated July 7, 2018. The notice published in the newspapers carried the required information as specified in sub Rule 4 (v) (a) to (h) of the said Rule 20.
10. At the end of e-voting period on August 1, 2018 at 5.00 P.M. the voting portal of the service provider was blocked forthwith.
11. At the venue of the 57th AGM of the Company held on August 2, 2018 the facility to vote through ballot paper had been provided to facilitate those members present in the meeting but could not participate in the remote e voting to record their votes.
12. On August 2, 2018 after counting of the votes conducted at the venue of AGM thru ballot paper, the votes cast through remote e voting facility was duly unblocked by me as a scrutinizer in the presence of Mrs. Kiran Yadav And Mr. Ambadas Lagad who acted as witnesses as prescribed in sub rule 4 (xii) of the said rule 20.
13. After the voting at the AGM was concluded, ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
14. Thereafter , I as scrutinizer duly compiled the details of remote e voting carried out by the Members together with the physical voting done at the venue of AGM by way of ballot paper, the details of which are as follows:

The results of remote e voting and also the voting conducted at the venue of the AGM by way of ballot papers are as under:



Details	Remote E Voting	Voting thru ballot paper at AGM	Total Voting
Number of Members who cast their votes	8	11	19
Total No.of shares held by them	2756179	100	2756279
Valid Votes	2756179	100	

NOTE:

- Percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast through remote e voting and physical voting at the venue of the meeting.

ORDINARY BUSINESS:

ITEM No. 1 ,2 and 3:

- Item No. 1 of the Notice (As an Ordinary Resolution)

Consideration and adoption of audited financial statement of the Company for the year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756174	99.99	5	0.01	nil
Physical voting	100	100.00	-	-	nil
Total	2756274		5		

- Item No. 2 of the Notice (As an Ordinary Resolution)

Appointment of Mr. Arvind Goenka (holding DIN 00135653) who retires by rotation and being eligible offers himself for re appointment as a Director of the Company:



A circular stamp with the text "M/s. VAISHNAVI" around the perimeter and "DIN: 00135653" in the center. Below the stamp is a handwritten signature that appears to be "Vaishnav".

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756174	99.99	5	0.01	nil
Physical voting	100	100.00	-	-	nil
Total	2756274		5		

iii) Item No. 3 of the the Notice (As Special Resolution)

Approval of Members pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure(Amendment) Rules 2018 to be effective from April 1, 2019 – for continuation of MR. J.P. Goenka, DIN No.00136782 who is aged 82 years , who is otherwise likely to retire by rotation as Non Executive Director of the Company.


Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756174	99.99	5	0.01	Nil
Physical voting	100	100.00	-	-	Nil
Total	2756274		5		

Note:

All the resolutions mentioned in the AGM Notice as per the details above stand passed under remote e voting and voting conducted at AGM by way of ballot papers with requisite majority and deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the registers received from the RTA and the electronic voting data received from the service provider, in respect of the votes cast thru remote e voting and the voting conducted at AGM by way of ballot papers by the Members of the Company.

Washna



Ballot Papers and all other relevant records relating to e voting and physical voting and is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chair person signs the minutes.

Thanking you,

Shaswati Vaishnav

Yours faithfully
Shaswati Vaishnav
ACS:11392, CP : 8675
Scrutinizer



Place: Pune
Date : August 2, 2018.

Rajib Gope
(Company Secretary and Compliance officer)
Duncan Engineering Limited

