

Ref: DEL/SEC/2023/07/03

Date: July 4, 2023

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

BSE Scrip Code: 504908

Dear Sir/ Madam,

Sub: Annual Report and Notice of the 62nd Annual General Meeting

Pursuant to the Regulation 34 and any other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations, 2015”), we enclose herewith the Annual Report including Notice of the 62nd Annual General Meeting (“AGM”) of the Company for the financial year 2022-23.

In compliance with provisions of the Companies Act, 2013 (“the Act”) and rules thereof, as amended, read with General Circular No. 14/2020 dated 8th April 2020; the General Circular No. 17/2020 dated 13th April 2020; the General Circular No. 20/2020 dated 5th May 2020; the General Circular No. 2/2022 dated 5th May 2022 and the General Circular No. 10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and the SEBI LODR Regulations, 2015 read with the SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (“SEBI Circular”), the Annual Report including the Notice of the AGM is being sent only to those members, whose email addresses are registered with the Company / Registrar and Share Transfer Agent (“RTA”) / their respective Depository Participants (“DP”).

The Annual Report containing the Notice of the 62nd AGM has been uploaded on the website of the Company viz., www.duncanengg.com.

We request you to take this 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



AN **OCCL** GROUP COMPANY

62nd ANNUAL REPORT 2022-2023



DUNCAN ENGINEERING LIMITED

"Formerly Known as Schrader Duncan Limited"

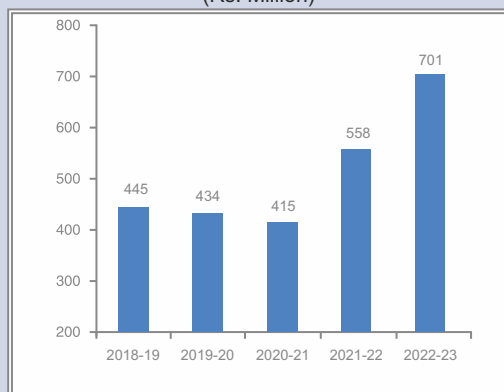
AN ISO 9001:2008 Company

Duncan Engineering Limited

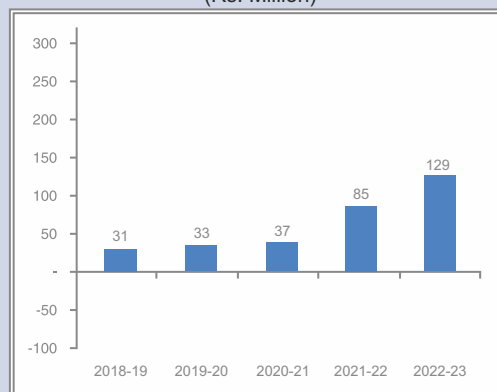
(formerly known as Schrader Duncan Limited)

Key Financial Indicators Five Years

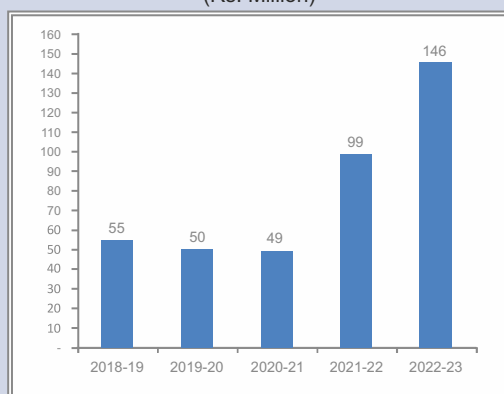
Total Revenue
(Rs. Million)



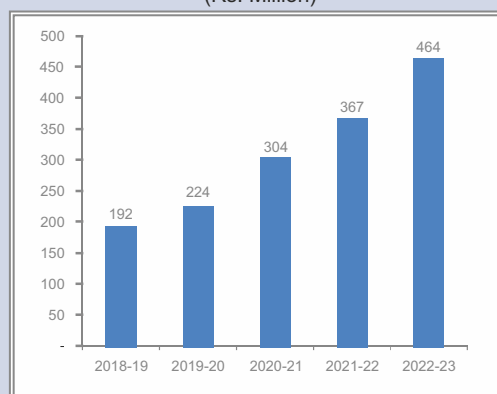
Profit Before Tax
(Rs. Million)



EBITDA
(Rs. Million)



Net Worth
(Rs. Million)



Ten Year Review

Rs. Million

Accounting Year	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
Total Revenue	707.99	641.44	635.13	342.13	407.21	444.56	433.80	414.82	557.68	700.95
Profit/(Loss) from continuing operations before tax	0.10	(78.79)	(60.74)	(36.11)	1.03	31.01	33.03	37.49	84.75	129.27
	**									
Profit/(Loss) from discontinuing operations before tax	-	-	-	(22.79)	0.44	-	-	-	-	-
Profit/(Loss) from continuing operations after tax	0.97	(60.48)	(69.29)	(36.09)	1.03	27.79	32.63	79.87	62.45	99.04
Profit/(Loss) from discontinuing operations after tax	-	-	-	(22.79)	0.44	-	-	-	-	-
“EBITDA (excl. exceptional item and Loss from discontinuing operations)”	23.45	(0.56)	11.99	3.58	34.00	54.54	50.22	49.30	99.05	145.63
Net Worth*	351.89	291.41	222.11	163.23	164.80	191.85	223.65	303.81	366.69	464.10
Earning per share* Rs.	0.26	(16.36)	(18.75)	(15.93)	0.40	7.52	8.83	21.61	16.90	26.80
Return on Investment %	0.28	(18.80)	(26.99)	(18.73)	0.63	14.49	15.71	30.28	18.63	23.84

* Earning per share and net worth for FY 2016-17 is inclusive of discontinuing operations

** Includes exceptional expenses on VRS to employees

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. J P Goenka, DIN: 00136782	Non-Executive Director & Chairman
Mr. Arvind Goenka, DIN: 00135653	Non-Executive Director
Mr. Akshat Goenka, DIN: 07131982	Managing Director
Mr. O P Dubey, DIN: 00228441	Independent Director
Mr. Nitin Kaul, DIN: 01718619	Independent Director
Mrs. Arti Kant, DIN: 03218058	Independent Director
Mr. B B Tandon, DIN: 00740511	Independent Director (resigned w.e.f. 19.07.2022)
Mr. Mahesh Krishna, DIN: 00909208	Independent Director (appointed w.e.f. 16.05.2023)

REGISTERED OFFICE & PLANT

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

BRANCH OFFICE

14th Floor, Tower-B, World Trade Tower
Plot no. C-1, Sector-16, Noida-201301
Office No.12, 2nd Floor, City Vista,
Fountain Road, Kharadi, Pune-411014

BANKER

State Bank of India
Kotak Mahindra Bank

LISTED AT

BSE Limited (Bombay Stock Exchange)

WEBSITE

www.duncanengg.com

Email (Investor Relations):

complianceofficer@duncanengg.com

CIN: L28991PN1961PLC139151

STATUTORY AUDITORS

S S Kothari Mehta & Co.
Chartered Accountants

SECRETARIAL AUDITORS

Vaishnav Associates
Practicing Company Secretary

CHIEF FINANCIAL OFFICER

Mr. K Raghu Raman (till 17.05.2022)
Mr. Kamal Saria (w.e.f. 18.05.2022)

COMPANY SECRETARY

Mr. Rajib Kumar Gope (till 19.07.2022)
Ms. Sayalee Yengul (w.e.f. 01.11.2022)

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
Block No. 202, 2nd Floor
Akshay Complex, Near Ganesh Temple
Off Dhole Patil Road, Pune- 411001
Tel : 020 - 4601 4473

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DUNCAN ENGINEERING LIMITED

Registered Office: F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Pune 412 220

CIN: L28991PN1961PLC139151

Phone: +91 2138 660066, Fax: + 91 2138 660067

Email: complianceofficer@duncanengg.com

Website: www.duncanengg.com

NOTICE

Notice is hereby given that the 62nd Annual General Meeting (AGM) of the Members of Duncan Engineering Limited (the "Company") will be held on Thursday, 27th day of July 2023 at 2.00 p.m. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2:

To declare dividend on equity shares of the Company for the financial year ended 31st March 2023.

SPECIAL BUSINESS:

ITEM NO.3:

To consider and if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the vacancy caused by retirement of Mr. Jagdish Prasad Goenka (DIN-00136782), Chairman of the Board, a Director liable to retire by rotation, who does not offer himself for re-appointment, be not filled."

ITEM NO.4:

To consider the appointment of Mr. Mahesh Krishna (DIN-00909208) 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 and 152 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, Mr. Mahesh Krishna (DIN 00909208), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 16.05.2023 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 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing his candidature for the office of Director, 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 16.05.2023."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify the terms and conditions of appointment of Mr. Mahesh Krishna (DIN 00909208) 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."

ITEM NO.5:

To consider the appointment of Ms. Sheila Singla (DIN 02266630) 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 and 152 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, Ms. Sheila Singla (DIN 02266630), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing her candidature for the office of Director, 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 27.07.2023.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify the terms and conditions of appointment of Ms. Sheila Singla (DIN 02266630) 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.

ITEM NO.6:

To consider revision in the remuneration of Mr. Akshat Goenka, Managing 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 Section 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 & Rules made thereunder, Regulation 17 and other applicable provisions, if any if the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Akshat Goenka (DIN: 07131982), Managing Director w.e.f. 1st April 2023 as specified below.

1. Commission up to maximum of 5% of Profits Before Tax
or
 - a. Rs. 1 crore for Financial Year 2023-24
 - b. Rs.1.1 core for Financial Year 2024-25
 - c. Rs.1.21 crore for Financial Year 2025-26
 - d. Rs.1.33 crore for Financial Year 2026-27 (prorated for the period of remaining tenure i.e. up to 08.02.2027) whichever is higher.
2. In addition to above, Rs. 1 crore shall be paid in the Financial Year 2024-25 based on current performance of the Company and performance over next two years, i.e. FY 2023-24 and 2024-25.

RESOLVED FURTHER THAT, all other terms and conditions of the appointment of Mr. Akshat Goenka, Managing Director shall continue to be the same.

RESOLVED FURTHER THAT Mr. Akshat Goenka, Managing Director shall be entitled to receive remuneration as approved by the members by way of this aforesaid resolution, notwithstanding the fact that such remuneration may exceed the limit under clause (i) of the first proviso to sub section (1) of section 197 of the Companies Act, 2013 read with Rules and Schedule V of the Companies Act, 2013 and the limit under regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary from time to time to give effect to the above resolution.”

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

Sd/-

Name: Sayalee Yengul
Designation: Company Secretary
Membership no.: A37267
Regd. Office: F33, Ranjangaon MIDC
Karegaon, Tal Shirur Pune 412209

Place: Pune
Date: 16.05.2023

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the Special businesses to be transacted at this Annual General Meeting (AGM), is annexed hereto. Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) and Regulation 36(3) of the SEBI Listing Regulations is included in the explanatory statement.

Pursuant to the the Companies Act, 2013 (“the Act”) and Rules thereof read with the General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 2/2022 dated 5th May 2022 and General Circular No. 10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as “MCA Circulars”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (hereinafter referred to as “SEBI Circulars”) (MCA Circulars and SEBI Circulars together hereinafter referred as “Circulars”) prescribes the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 62nd Annual General Meeting (AGM) of the members of the Company will be held through VC/OAVM.

For detailed procedure for participating in the AGM through VC/OAVM please refer point no. 26 below.

2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
Only a member of the Company will be entitled to attend and vote at the AGM of the Company which will be held through VC or OAVM and no member will be entitled to appoint a proxy to attend and vote instead of himself/herself.
3. Corporate Member(s) intending to appoint their authorized representative(s) to attend the AGM through VC/OAVM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013, and Rules thereof including amendments thereunder, to the Scrutinizer by e-mail at shaswati.vaishnav@gmail.com with a copy marked to complianceofficer@duncanengg.com.
4. The facility for participation at the AGM through VC/OAVM is limited and on a first-come-first-serve basis. The same shall open 15 minutes before the time scheduled for the AGM and close after the expiry of 15 minutes from the scheduled time for the AGM. However, the participation of members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM is not restricted on account of first come first serve basis.
5. The attendance of the Members attending the AGM through VC / OVAM will be counted to reckon the quorum under Section 103 of the Companies Act, 2013.
6. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, including amendments thereunder relating to the special business to be transacted at the meeting is annexed hereto.
7. Details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, in respect of directors seeking appointment / retirement at the AGM, form part of this Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed Friday, 21st July 2023 to Thursday, 27th July 2023 (both days inclusive) for the AGM and declaration of final dividend, if any.
9. The dividend, if declared at the AGM, will be paid to those members, whose name appear as Beneficial Owners as at the end of the business hours on 20th July 2023, in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of equity shares held in electronic form; and whose name appear as Members in the Register of Members of the Company on 20th July 2023.
10. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries by providing full name, DP ID and Client ID / Folio Number, and contact number at email address viz. complianceofficer@duncanengg.com at least 7 days in advance of the date of this meeting so that the information can be made available at the time of this meeting.
11. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and Rules thereunder, including

amendments thereof, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for 7 years from the date of such transfer is required to be transferred to the 'Investor Education and Protection Fund (IEPF)'.

Pursuant to the provisions of IEPF (Accounting, Audit, Transfer, and Refund) Rules, 2016 and its amendments thereon, all shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more, are required to be transferred to IEPF.

The dividend till the year 2009-10 which remained unpaid or unclaimed for 7 years has been transferred to the IEPF Authority (IEPF Account). All shares in respect of which dividend has remained unpaid or unclaimed for 7 consecutive years are also transferred to the IEPF Authority. The company has not declared dividends from the financial year 2010-11 till financial year 2021-22.

As the aforesaid shares/dividend is transferred to IEPF, the concerned shareholders can claim the same by making an application in the prescribed form and manner to the IEPF Authority.

12. Register National Electronic Clearing Service (NECS) Mandate

Regulation 12 and Schedule I of SEBI Listing Regulation, 2015, including amendments thereunder requires all companies to use the facilities of electronic clearing services for payment of dividend. In order to get your dividend through electronic mode or NECS, members who are holding shares in physical form are requested to inform their Bank account details such as the name of the Bank, branch, its address, account number, 9 digit MICR code, IFSC code and type of account i.e. Savings or Current or Cash Credit etc. to Link Intime India Private Limited, R & T Agent of the Company having its office at 'Akshay' Complex, Block No. 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune – 411 001.

Members holding shares in dematerialised form are requested to inform their bank account particulars to their respective Depository Participant (DP) and not to the R & T Agent of the Company. Those Members who do not opt for NECS facility may inform only bank account number and bank name for printing the same on the dividend warrant to ensure safety.

As per SEBI vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, unpaid/unclaimed dividend will be processed through electronic mode only.

13. Members are requested to register their email addresses with the Company / the R & T Agent viz. Link Intime India Private Limited in case of holding of shares in physical form and with the concerned DPs in case of shares held in dematerialised form.

14. Permanent Account Number (PAN)

Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members are requested to submit their PAN to their DPs (in case of shares held in dematerialised form) or to the Company / R & T Agent viz. Link Intime India Private Limited (in case of shares held in physical form).

15. Members are requested to inform change in address or Bank mandate to their respective DPs with whom they are maintaining their Demat accounts and with the R & T Agent or the Company for the shares held in physical form by a written request duly signed by the member for receiving all communications in future.

16. Dematerialisation of Shares and Share Transfer

Trading in the shares of the Company can be done in dematerialized form only. Members are requested to avail the facility of dematerialisation by opening Depository accounts with the DPs of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialised to ensure safe and speedy transactions in securities.

Securities and Exchange Board of India has amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, to disallow listed companies from accepting requests for transfer of securities which are held in physical form, with effect from 1st April 2019. The Members who continue to hold shares of listed companies in physical form even after this date, will not be able to lodge the shares with Company / its R & T Agent for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer.

In addition to the above, pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P /CIR/2022/8 dated 25th January 2022 regarding 'Issuance of Securities in dematerialized form' which is effective from 25th January 2022, in case of Investor Service Requests viz. Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Subdivision / Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission, Transposition, the listed companies shall issue the securities in dematerialized form only. Accordingly, the Company has processed the aforementioned requests by issuance of Letter of Confirmation to the shareholders, for converting their shares to demat form.

17. Since the securities of the Company are compulsorily tradable in electronic form to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form get their shares dematerialised at the earliest.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
19. Members having multiple folios are requested to intimate to the Company / R & T Agent such folios, to consolidate all shareholdings into one folio.
20. Nomination
Members desirous of making a nomination are requested to submit Nominations in prescribed Form SH-13 to R & T Agent in case of holding of shares in physical form and with their respective DPs, in case of shares held in dematerialised form. The Nomination Form SH-13 is available with the R & T Agent of the Company and on the website of the Company www.duncanengg.com.
21. Register E-mail Address
Members are requested to register their e-mail addresses with R & T Agent viz. Link Intime India Private Limited in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialised form.
To receive the correspondence, Members are requested to register their e-mail address(es) or changes therein, if any, at the earliest, to receive the aforesaid AGM Notice, Annual Report, and login ID & password for e-voting electronically. Shareholders holding shares in dematerialized mode are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Shareholders holding shares in physical mode are requested to furnish their email addresses and mobile numbers with the Company at complianceofficer@duncanengg.com or its R&T Agent viz. Link Intime India Private Limited at pune@linkintime.co.in.
Members (in case of holding shares in physical form) who have not updated their bank account details for receiving the dividend, if any, directly in their bank accounts through electronic mode may update their bank account details through the aforesaid email addresses of the Company and the R&T Agent by providing necessary documents and information. Members (in case of holding shares in dematerialized form) are requested to contact DPs to update bank account details.
SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and clarification on the same dated 14th December 2021, on Common and Simplified Norms for processing Investor's Service Request by RTAs, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities. For more details, please visit the web link: <https://web.linkintime.co.in/KYC-downloads.html>.
22. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report, is being sent only through electronic mode to those Members whose email addresses are registered with the R&T Agent /Company / Depositories.
Members may note that the Notice and Annual Report will also be available on the Company's website www.duncanengg.com, on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of the e-Voting service provider at www.linkintime.co.in.
23. Inspection Documents
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 for the same.
Electronic copies of necessary statutory registers and auditors' reports/certificates will be available for inspection by the Members at the time of AGM.
24. Since the AGM will be held through VC / OAVM in accordance with the Circulars, the route map, proxy form, and attendance slip are not attached to this Notice.
25. Link Intime India Private Limited ("Link Intime") will provide facility for voting through remote e-Voting, for participation in this AGM through VC / OAVM facility, and e-Voting during this AGM.
26. Instructions for e-voting and procedure for joining the AGM through VC/OAVM

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, including amendments thereunder and the circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting and e-voting on the date of AGM to its Members in respect of the business to be transacted at the 62nd Annual General Meeting.

For this purpose, the Company has engaged the services of Link Intime India Private Limited ("Link Intime") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by Link Intime.

- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

III. THE INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING 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.

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

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user

by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

4. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your 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. Open the internet browser and launch the 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the

'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at 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.

Login type	Helpdesk details
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- 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 minimum 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.

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.

- 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".

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

- ▶ Select the "Company" and 'Event Date' and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click **“Go to Meeting”** (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 4 days in advance with the company at complianceofficer@duncanengg.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

27. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 20th July 2023.
28. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e.

20th July 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or option available on www.evoting.nsdl.com or call on toll-free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 20th July 2023 may follow steps mentioned in the Notice of the AGM.

29. A person who is not a member on the cut-off date should treat this notice for information purposes only.
30. Ms. Shaswati Vaishnav, Practicing Company Secretary, (Membership No. ACS 11392 CP No. 8675), Pune has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process fairly and transparently.
31. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "e-voting facility availed from Link Intime" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
32. The Scrutinizer shall after the conclusion of e-voting at the Annual general meeting, will unblock the votes cast through remote e-voting/e-voting at the time of AGM, not later than forty-eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
33. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.duncanengg.com and the website of Link Intime www.linkintime.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange viz. BSE Limited.
34. Transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.

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

Sd/-

Name: Sayalee Yengul
Designation: Company Secretary
Membership no.: A37267
Regd. Office: F33, Ranjangaon MIDC
Karegaon, Tal Shirur Pune 412209

Place: Pune
Date: 16.05.2023

EXPLANATORY STATEMENT

ITEM NO.3 OF THE NOTICE

Mr. Jagdish Prasad Goenka (DIN: 00136782) joined the Company's Board in 1962 as Director and was subsequently appointed as the Chairperson of the Company.

In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Goenka is liable to retire by rotation at this Annual General Meeting (AGM). However, he has not offered himself for re-election due to other commitments. Hence, he shall cease to be Director of the company w.e.f. the date of this AGM i.e. 27.07.2023.

Considering the proposed appointment of Mr. Mahesh Krishan & Sheila Singla, the composition of Board after retirement of Mr. Goenka will be in accordance with the provisions of the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence the Board is not mandatorily required fill the vacancy caused by such retirement. The Directors place on record the valuable guidance, support and advice extended by him during his tenure.

As such the Board has recommended that, subject to approval of shareholders, the vacancy resulting from retirement of Mr. Goenka not be filled.

The Board recommends the resolution for approval by the shareholders.

Except Mr. Jagdish Prasad Goenka and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

The Board of Directors recommends the ordinary resolution set out in item no. 3 of the notice for the approval of members of the Company.

ITEM NO 4 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, Mr. Mahesh Krishna (DIN 00909208) as an Additional Director of the Company with effect from 16.05.2023.

Pursuant to regulation 17(1C) and 25(2A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including amendments thereunder, with effect from 1st January 2022, the approval of members is required to be obtained for appointment of a director at the next general meeting or within a period of 3 months from the date of appointment, whichever is earlier, by way of a special resolution.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Rules thereof including amendments thereunder, Mr. Mahesh Krishna would hold office up to the date of the ensuing Annual General Meeting. He is also proposed to be appointed as an Independent Director for first term of 5 (five) consecutive years with effect from 16.05.2023, pursuant to Section 149, 150, 152 (including other applicable provisions if any) of the Companies Act, 2013 and Rules thereof including amendments thereunder, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including amendments thereunder and based on the recommendation of Nomination and Remuneration Committee. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing the candidature of Mr. Mahesh Krishna for the office of Director of the Company.

Mr. Mahesh Krishna (Age 55 years) has completed his Bachelor of Engineering (Mechanical) from Regional Engineering College, Trichy, Tamil Nadu. He is an Engineer turned General Management Professional and Entrepreneur with rich 24 years' experience divided between Whirlpool & Walmart in various senior and Pan India leadership roles. As a young leader, he drove cutting edge manufacturing & business practices that enabled rapid turnaround and scale up of operations. His teams were largely responsible for modernising and turning loss making units profitable in a quick time. His last 7 years as a first time entrepreneur, with manufacturing as the core, stands good testimony to his operational & business skills.

Starting his career as a GET with TVS Whirlpool, he went on to become VP (Mfg, Tech & Supply Chain) at Whirlpool India and inducted into the Board of Directors. Whirlpool benefited from his multifunctional leadership skills to become a highly profitable & customer focused business. In 2008, he joined Walmart India as an Executive VP (Store Operations). Later he spearheaded its new store growth plans as the COO, opening over 230 retail stores in less than 3 years. He was the Manager (Key Managerial Personnel) of Future Retail Limited from 2010 to 2013. He was subsequently handpicked by the Global CEO of Walmart as a future country leader, but it was then he decided to pursue his long awaited dream of becoming an entrepreneur.

As an entrepreneur, he mixed his passion for manufacturing excellence & rich retail experience to set up value adding factories in Chennai & Bangalore to serve the retail industry, a business that has grown well under his watch in spite of crippling challenges related to floods & Covid. His passion for excellence is now driving him to make the factories export ready for large international customers.

Mahesh likes to build strong teams and closely work with them to facilitate delivery of extraordinary results. Along with a strong strategic & business sense, he nurtures a culture of uncompromising customer service, process orientation and basic human values. Added to these qualities, he has an excellent network base spanning various sectors & industries.

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. 16.05.2023.

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

Sr. No	Name of Company	Designation	Committee Position
1.	Sameta Metal Pro Pvt Ltd	Director	-

He does not hold any committee positions in other Public Limited Companies.

He was a Director in Flextech Solar Private Limited which was struck off w.e.f. October 21, 2019 vide Notice of Striking Off and Dissolution no. ROC/DELHI/248(2)/STK-7/6003 dated October 21, 2019. He has not resigned as Director from the Board of any Company during the last three years.

He attended one meeting of the Board of Directors of the Company during the Financial Year 2023-24.

Mr. Mahesh Krishna 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.

The Company has also received a declaration from Mr. Mahesh Krishna 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.

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 Mr. Mahesh Krishna 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, Mr. Mahesh Krishna 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.

Mr. Mahesh Krishna 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, Critical and Innovative Thoughts, Company Management, 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 Mr. Mahesh Krishna as an Independent Director for first term of 5 (five) consecutive years with effect from 16.05.2023.

The draft letter for the appointment of Mr. Mahesh Krishna as an Independent Director setting out the terms and conditions is available for inspection by the members.

Mr. Mahesh Krishna is not inter-se related with any other Director or Key Managerial Personnel of the Company.

Except Mr. Mahesh Krishna 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. 4 of the notice for the approval of members of the Company.

ITEM NO 5 OF THE NOTICE

Based on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Sheila Singla (DIN 02266630) is proposed to be appointed as an Independent Director for first term of 5 (five) consecutive years with effect from the date of the Annual General Meeting to be held on 27.07.2023, pursuant to Section

149, 150, 152 (including other applicable provisions if any) of the Companies Act, 2013 and Rules thereof including amendments thereunder, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including amendments thereunder. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 and Rules thereof including amendments thereunder, proposing the candidature of Ms. Sheila Singla for the office of Director of the Company.

Ms. Sheila Singla (aged 57) is a well-known Human Performance Improvement pioneer with 35 years of experience. A trailblazer in learning consulting, she has intensive experience working with the leadership teams of top-tier organizations on various leadership challenges. She has facilitated dialogues, interventions, and initiatives with senior executive leadership teams and has conducted high-impact executive coaching for senior leaders. Ms. Sheila has worked closely with diverse leadership teams to leverage talent capabilities and processes. She has also spearheaded large agendas of organizational culture change across different industries for many organisations under the Fortune 500 List. Sheila has provided thought leadership that enables leaders to drive performance improvement and people experience in their organizations.

Ms. Sheila holds a Diploma in Hotel Management from the prestigious Institute of Hotel Management, Catering Technology and Applied Nutrition, Mumbai. She also has a Baccalaureate Degree in Economics and Statistics from the University of Mumbai. She is currently doing the first stage of her Masters in Executive Coaching from Ashridge Business School, Hult University, United Kingdom.

She does not hold any equity shares in the Company.

She is not a member of any committee of the Board of the Company and other public limited companies.

Details of her directorship & other positions held in various companies is given below.

Sr. No	Name of Company	Designation	Committee Position
1.	Astrum Digital Pvt Ltd	Director	-
2.	Astrum Management Advisory Pvt Ltd	Director	-
3.	Chrysalis HRD Pvt Ltd	Director	-

She has not resigned as Director from the Board of any Company during the last three years.

She has not attended any meeting of the Board of Directors of the Company during the Financial Year 2023-24.

Ms. Sheila Singla 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 her consent to act as a director.

The Company has also received a declaration from Ms. Sheila Singla that she 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.

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 Ms. Sheila Singla 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 she 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, Ms. Sheila Singla 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.

Ms. Sheila Singla 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, Critical and Innovative Thoughts, Company Management, Developing Growth Strategies, Regulatory Compliance and Governance.

The Board considers that her experience and expertise would be of immense benefit to the Company and it is desirable to avail services of Ms. Sheila Singla as an Independent Director for first term of 5 (five) consecutive years with effect from 27.07.2023.

The draft letter for the appointment of Ms. Sheila Singla as an Independent Director setting out the terms and conditions is available for inspection by the members.

Ms. Sheila Singla is not inter-se related with any other Director or Key Managerial Personnel of the Company.

Except Ms. Sheila Singla and her 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. 5 of the notice for the approval of members of the Company.

ITEM NO 6 OF THE NOTICE

The Board of Directors had, based on the recommendations of the Nomination & Remuneration Committee, recommended the reappointment and remuneration of Mr. Akshat Goenka, Managing Director for 5 years from 09.02.2022 to 08.02.2027. The same was approved by the Shareholders in their meetings held on 23.07.2021.

The Board of Directors, based on the recommendations of the Nomination & Remuneration Committee, has now recommended the revision in the remuneration of Mr. Akshat Goenka, Managing Director with effect from 1st April 2023 subject to the approval of the Shareholders. All other terms and conditions of his appointment shall remain the same.

Statements containing information as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Table I:

Sr. No.	Particulars	Remarks
1.	Name of the Director	Mr. Akshat Goenka
2.	DIN	07131982
3.	Date of Birth	27.09.1987
4.	Nationality	Indian
5.	Date of appointment on the Board	09.02.2017
6.	Expertise in specific functional area	Company Management, Global Marketing Strategy and Planning, Risk and compliance oversight, Critical and Innovative thoughts, spearheading new projects and Finance & Accounts
7.	Number of shares held in the Company	Nil
8.	List of Directorship held in other Companies	Oriental Carbon & Chemicals Ltd., Discipline Investments Ltd, Haldia Investment Co. Ltd, Cosmopolitan Investments Ltd. OCCL Ltd
9.	Number of Board Meeting attended during the year	4 out of 4 meetings in FY 2022-23 1 out of 1 meeting in FY 2023-24
10.	Chairman/ Member in the Committees of the Boards of companies in which he/she is a Director*	Member of Audit Committee, Stakeholders Relationship Committee of Oriental Carbon & Chemicals Ltd. Member of Stakeholders Relationship Committee of the Company.
11.	Relationships between Directors inter-se	Mr. Arvind Goenka (Father) Mr. JP Goenka (Grandfather)
12.	Terms and Conditions of Appointment	Managing Director
13.	Remuneration details (Including Sitting Fees & Commission)	Please refer Corporate Governance Report

* Note: Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Table II:

I. GENERAL INFORMATION:

1.	Nature of industry	The Company is engaged in the business of manufacturing pneumatic, valves, cylinders, actuators, etc.
2.	Date or expected date of commencement of commercial production	The Company is in the business of manufacturing pneumatic, valves, cylinders, actuators, since 1961.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	a. FY 2022-23: Revenue from Operations: Rs. 7009.52 Lakhs; Profit/(Loss) Before Tax: Rs. 1292.72 Lakhs; Profit/(Loss) After Tax: Rs. 990.35 Lakhs b. FY 2021-22: Revenue from Operations: Rs. 5576.81 Lakhs; Profit/(Loss) Before Tax: Rs. 847.47 Lakhs; Profit/(Loss) After Tax: Rs. 624.47 Lakhs c. FY 2020-21: Revenue from Operations: Rs. 4148.26 Lakhs; Profit/(Loss) Before Tax: Rs. 374.97 Lakhs; Profit/(Loss) After Tax: Rs. 798.77 Lakhs
5.	Foreign investments or collaborations, if any.	No

II. Information about the appointee:

1.	Background details	Mr. Akshat Goenka (aged 35), Managing Director of the Company & Joint Managing Director of Oriental Carbon & Chemicals Limited, the holding company, is a Graduate in Economics and International Relations from University of Pennsylvania, USA, an Ivy League Institution. He is also an alumnus of Harvard Business School. He played a key role in setting up of the Plant at SEZ Mundra of Oriental Carbon & Chemicals Limited for manufacturing Insoluble Sulphur.
2.	Past remuneration	Salary of Rs. 1000/- per month. He shall also be entitled to a commission of maximum of 5% of Net Profits to be paid out based on the audited Financial Statements of each year subject to overall limit fixed under Section 197 of the Companies Act, 2013.
3.	Recognition or awards	Not Applicable
4.	Job profile and his suitability	Mr. Akshat Goenka is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. He has strong academic background and rich industry experience of more than 12 years.
5.	Remuneration proposed	As stated in the Resolution at Item No. 6 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Akshat Goenka has rich industry experience in the management of the affairs of the Company. Considering his experience and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any.	He, till FY 22-23, drew a salary of Rs. 1000/- per month plus commission up to maximum of 5% of Net Profits to be paid out based on the audited Financial Statements of each year subject to overall limit fixed under Section 197 of the Companies Act, 2013. Mr. Akshat Goenka is son of Mr. Arvind Goenka, Non-Executive Director & grandson of Mr. J P Goenka, Non-Executive Director & Chairperson of the Company.

III. Other information:

1.	Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the provisions of Section 197 of the Companies Act, 2013, and as a matter of abundant precaution.
2.	Steps taken or proposed to be taken for improvement	a. New product development & introduction b. Cost optimization and re-engineering initiatives
3.	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

Except Mr. Akshat Goenka and his relatives including Mr. Arvind Goenka & Mr. JP Goenka, 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. 6 of the notice for the approval of members of the Company.

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

Sd/-

Name: Sayalee Yengul**Designation:** Company Secretary**Membership no.:** A37267**Regd. Office:** F33, Ranjangaon MIDC
Karegaon, Tal Shirur Pune 412209**Place:** Pune**Date:** 16.05.2023

BOARD'S REPORT

To
The Members,
Duncan Engineering Limited

The Directors are pleased to present the 62nd Annual Report with the Audited Annual Financial Statements for the Financial Year ended 31st March, 2023 of the Duncan Engineering Limited ("the Company" or "DEL").

1. Summary of Financial Results

(INR. in Lakhs)

Particulars	2022-23	2021-22
Revenue from Operations	7009.52	5576.81
Other Income	148.61	60.93
Total Revenue	7158.13	5637.74
Profit/(Loss) Before Tax	1292.72	847.47
Provision for Tax	302.37	223.00
Profit/(Loss) after Tax	990.35	624.47
Other Comprehensive Income/(loss)(Net of Tax)	(16.19)	4.28
Amount Available for Appropriation	974.16	628.75
Appropriation:		
Interim Dividend on Equity Shares	0.00	0.00
Final Dividend for Previous Year	0.00	0.00
Balance Carried to Balance Sheet	974.16	628.75

2. Dividend

The Directors recommended a final dividend of 10% (Re. 1/- per share) for the year ended 31st March 2023. (Previous Year Final Dividend: Nil). Total dividend pay-out is Rs. 36.96 Lakhs. The payment of dividend is subject to deduction of TDS at the applicable tax rate.

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 including amendments thereunder, the Dividend Distribution Policy is not applicable to the Company.

3. Share Capital

The Authorised share capital of the Company is Rs. 5,00,00,000/- i.e. 50,00,000 nos of equity shares of Rs. 10/- each. The Issued, Subscribed & Paid-up share capital of the Company is Rs. 3,69,60,000/- i.e. 36,96,000 nos of equity shares of Rs. 10/- each. There was no issue of securities during the year.

4. Financial performance and state of the Company's affairs

Your Company posted sales of Rs. 7009.52 Lakhs, an increase of 25.69 % as compared to the previous year of Rs. 5576.81 Lakhs. Profit before tax was Rs. 1292.72 Lakhs as against Rs. 847.47 Lakhs in the previous year. The Profit After Tax was Rs. 990.35 Lakhs as against Rs 624.47 Lakhs in the previous year.

There has been no change in business during the financial year under review. Discussion on the state of Company's affairs is covered in the Management Discussion and Analysis.

5. Internal Financial Controls

Your Company has an internal control system, commensurate with the size, scale, and complexity of its operations. Internal Audit is conducted throughout the organization by qualified Internal Auditors. Findings of the Internal Audit Report are reviewed by top Management and by the Audit Committee of the Board. Pipalia Singhal & Associates is the Internal Auditor of the Company.

The internal financial controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations were received from the Statutory Auditors and the Internal Auditors of the Company on the efficiency or adequacy of such controls.

6. Public Deposits

Your Company has not accepted any deposits from the public or shareholders falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended from time to time.

7. Particulars of loans/advances/investments outstanding during the financial year

During the year under review, the company has invested in 2318.73 Lakhs. The details are given in the notes to the financial statements [Note no. 10 (i)]. The Company has not granted any Loans and Guarantees covered under Section 186 of the Companies Act, 2013 & Rules thereof including amendments thereunder.

8. Report on the performance and financial position of subsidiaries, associates, and joint venture companies

During the year under review, your Company did not have any subsidiary, associate and joint venture company. Your Company is a listed material subsidiary of Oriental Carbon & Chemicals Limited.

9. Corporate Social Responsibility

The Company recognises that effective practice of Corporate Social Responsibility (CSR) is required giving due consideration to the welfare of the community, environment and social structure that it operates in and that of the country including focus welfare areas identified by the State and Central Governments. The focus areas taken in the policy are education, health care and family welfare, environmental safety, contribution to any relief fund setup by the Government of India and any State Government.

The Company has adopted the Corporate Social Responsibility Policy in line with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The Report on CSR activities is annexed herewith as Annexure A.

10. Auditors and their Reports

A. Statutory Audit

At the Annual General Meeting held on July 29, 2020, the members have approved the appointment of S. S. Kothari Mehta & Co. Chartered Accountants, (Registration No.000756N) as a Statutory Auditor of the Company for a period of five consecutive years up to the conclusion of 64th Annual General Meeting to be held in the calendar year 2025.

The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Statutory Audit Report

The Auditor's Reports on the Financial Statements for the financial year ended March 31, 2023, does not contain any qualification, reservation or adverse remark requiring any explanations / comments by the Board of Directors.

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of Act & Rules thereof including amendments thereunder.

B. Secretarial Audit

As required under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed Shaswati Vaishnav & Associates, Company Secretary in Practice (Membership No: 11392) to conduct Secretarial Audit of the Company for the year ended 31st March 2023.

The Secretarial Audit Report is enclosed as a part of this Report as Annexure B. Mrs. Shaswati Vaishnav, Company Secretary in Practice in her Secretarial Audit Report has provided observation/remark which are self-explanatory. There are no qualifications, reservations, or adverse remarks in the Secretarial Audit Report for FY 2022-23.

C. Cost Record & Audit

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the cost audit records maintained by the Company for FY 2022-23 are not required to be audited.

11. Board of Directors and Key Managerial Personnel

A. Changes in the Directors & Key Managerial Personnel (KMP)

i. During the financial year 2022-23

- Mr. B B Tandon (DIN: 00740511), Non-Executive & Independent Director has tendered his resignation w.e.f. 19.07.2022 on account of his health and personal reasons. He confirmed that there was no other material reason for his resignation other than those mentioned in his resignation letter dated 19.07.2022. The resignation letter which includes the above confirmation was filed with BSE Limited on 19.07.2022.
- Mr. Raghu Raman resigned as the Chief Financial Officer & Key Managerial Personnel w.e.f. 17.05.2022.
- Mr. Kamal Saria was appointed as the Chief Financial Officer & Key Managerial Personnel w.e.f. 18.05.2022.
- Mr. Rajib Gope resigned as the Company Secretary, Compliance Officer & Key Managerial Personnel w.e.f. 22.07.2022.
- Ms. Sayalee Yengul was appointed as the Company Secretary, Compliance Officer & Key Managerial Personnel w.e.f. 01.11.2022.

The above changes in the Directors and KMPs of the Company were placed before and approved by the Board of Directors on the recommendation of the Nomination & Remuneration Committee and Audit Committee, where necessary.

ii. During the financial year 2023-24

- In compliance with Section 149 of the Companies Act, 2013 & Rules thereof including amendments thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Mahesh Krishna (DIN: 00909208) as an Additional Director of the Company in the capacity of "Non-Executive Independent Director" with effect from 16th May 2023. In accordance with Section 161 of the Companies Act, 2013 & Rules thereof including amendments thereunder, he will hold office of Director up to date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his candidature for the office of Director. The resolution seeking approval of the Members by special resolution for the appointment of Mr. Mahesh Krishna for a first term of 5 (five) consecutive years, has been incorporated in the Notice of the forthcoming Annual General Meeting of the Company
- Mr. JP Goenka (DIN 00136782) retires by rotation at the ensuing Annual General Meeting has not offered himself for re-appointment. The Board has resolved, subject to approval of shareholders, that the vacancy in the Board so created shall not be filled.
- In compliance with Section 149 of the Companies Act, 2013 & Rules thereof including amendments thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has recommended appointment of Ms. Sheila Singla (DIN: 02266630) as a Non-Executive Independent Director at the ensuing Annual General Meeting of the Company. The resolution seeking approval of the Members by special resolution for the appointment of Ms. Sheila Singla for a first term of 5 (five) consecutive years, has been incorporated in the Notice of the forthcoming Annual General Meeting of the Company.

The Board of Directors considers that the above-mentioned directors possess the requisite expertise and experience (including the proficiency) and they are persons of high integrity and repute and accordingly approved/recommended their appointment subject to the approval of the Members of the Company.

The brief resumes and other details relating to the Directors who are proposed to be appointed / re-appointed, as required to be disclosed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder, forms part of the Notice of Annual General Meeting.

B. Compliance of Code of Conduct for Directors and Senior Management Personnel.

Declaration on compliance of Code of Conduct is received from Directors and Senior Management Personnel.

The Code of Conduct for Directors and Senior Management Personnel is displayed on the Company's website. The Managing Director of the Company has given a declaration that all Directors and Senior Management Personnel affirmed compliance with the code of conduct with reference to the financial year ended on 31st March 2023. The declaration is annexed to the Corporate Governance Report as Annexure A.

C. Remuneration of Managing Director:

Mr. Akshat Goenka, Managing Director of the Company who is also serving as Joint Managing Director of the Oriental Carbon & Chemicals Limited (OCCL), Holding Company of Duncan Engineering Limited (DEL) received a remuneration of Rs. 12,000/- and Rs. 66.92 Lakhs as commission from DEL and Rs. 227.07 Lakhs as remuneration from OCCL for the year ended March 31, 2023. The details of the above remuneration are given in the Corporate Governance Report.

The re-appointment and remuneration of Mr. Akshat Goenka as Managing Director of the Company w.e.f. 09.02.2022 to 08.02.2027 was approved by the Shareholders vide special resolution passed at the Annual General Meeting of the Company held on 23.07.2021. He is also designated as the Key Managerial Personnel of the Company.

D. Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149 (7) of the Companies Act, 2013 & Rules thereof including amendments thereunder and Regulation 16(1)(b) & 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder.

The Company has also received declarations from all the Independent Directors of the Company confirming that they have complied with the Code for Independent Directors as prescribed in Schedule IV to the Companies Act 2013 including amendments thereunder. The said Code is available on the Company's website.

All the Independent Directors of the Company have enrolled themselves in the data bank with the 'Indian Institute of Corporate Affairs', New Delhi, India and eligible Independent Directors have completed the proficiency test.

E. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25(3) & (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors in their meeting held on January 24, 2023 have evaluated the performance of Non-Independent Directors, Chairperson of the Company after considering the views of the Executive and Non-Executive Directors, Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

The Nomination and Remuneration Committee has also carried out evaluation of performance of every Director of the Company. Based on evaluation made by the Independent Directors and the Nomination and Remuneration Committee and by way of individual and collective feedback from the Non-Independent Directors, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board as a whole and Committees of the Board.

Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors. The manner in which the evaluation has been carried out is explained in the Corporate Governance Report.

The Independent Directors are regularly updated on industry & market trends, plant process, and operational performance of the Company, etc., through presentations in this regard. They are also periodically kept aware of the latest developments in the Corporate Governance, their duties as directors and relevant laws.

The Directors expressed their satisfaction with the evaluation process. The result of evaluation was satisfactory and meets the requirements of the Company.

F. Director's Responsibility Statement

Pursuant to Section 134 of the Companies Act, 2013, including rules made thereof and amendments thereunder, the Directors state that,

- a) In the preparation of the annual accounts for the financial year ended 31st March 2023, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- b) They have selected such accounting policies, and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2023, and of the profit of the Company for the year ended on that date;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, including rules made thereof and amendments thereunder, for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;

- e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- f) They have devised proper systems to ensure compliance with provisions of all applicable laws and such systems are adequate and operating effectively.

12. Disclosure related to the Board, Committees and Policies

A. Board and Committee Meetings

During the year four Board Meetings were convened and held on May 17, 2022, July 22, 2022, November 1, 2022, and January 24, 2023. On January 24, 2023, a separate meeting of Independent Directors was held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of Board Meetings and attendance of each Director is provided in the Corporate Governance Report.

The Composition of Committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee, their meetings and attendance of Committee members, forms part of the Report on Corporate Governance. During the year under review, the Board has accepted all the recommendations given by the Committees of the Board, which are mandatorily required.

B. Nomination and Remuneration Policy

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has adopted a policy that lays guidelines for selection and appointment of Directors, Key Managerial Personnel and Senior Management personnel together with their remuneration. The Nomination and Remuneration Policy is available on the website of the Company (Web link:

https://www.duncanengg.com/sites/default/files/Policy%20Procedures%20and%20other%20Compliances/Remuneration%20Policy_0.pdf).

C. Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Vigil Mechanism / Whistle Blower Policy. The Policy provides a mechanism for employees of the Company and other persons dealing with the Company to report to the Chairman of the Audit Committee any instance of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or leakage of Unpublished Price Sensitive Information (UPSI), by any person, who is in possession of UPSI, to any other person in any manner whatsoever, except as otherwise permitted under the SEBI (Prohibition of Insider Trading) Regulations or any other instance.

No person has been denied access to the Audit Committee in this regard. There were no complaints filed / pending with the Company during the year. The Policy is uploaded on the Company's website (Web link: <https://www.duncanengg.com/sites/default/files/Policy%20Procedures%20and%20other%20Compliances/Vigil%20Mechanism%20And%20Whistle%20Blower%20Policy.pdf>).

D. Risk Management

The Board of Directors of the Company looks into the element of risk associated with the Company. At present the company has not identified any element of risk which in the opinion of the Board may threaten the existence of the Company. However, risks like uneven demand-supply, labour unrest, high employee turnover ratio etc. may adversely affect the performance of the Company in the upcoming financial year.

The Risk Assessment is also discussed in the Management Discussion and Analysis.

E. Policy on Prevention of Sexual Harassment (POSH)

The Company has in place a Policy for prevention of sexual harassment at workplace. This inter alia provides a mechanism for the resolution, settlement or prosecution of acts or instances of sexual harassment at work and ensures that all employees are treated with respect and dignity. The Company has complied with the provisions relating to the constitution of internal complaints committee under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

There were no complaints filed / pending with the Company during the year.

F. Safety & Health

In last three financial years the Company rose through various challenges posed by COVID-19 pandemic. The Company initiated a response to safeguard employees at its plant and office. Social distancing and sanitization norms were established as per government guidelines. The management stayed in touch with its employees through virtual meetings. Rapid Antigen Test were carried out within Company's Plant premises. The Company collaborated with a private hospital through MIDC to provide COVID-19 vaccine free of cost to all its eligible employees, including third party contract employees.

13. OTHER DISCLOSURES

A. Annual Return

As required under Section 92(3) read with section 134(3)(a) of the Companies Act 2013 read with rule 12 of the Companies (Management and Administration) Rules, 2014 including amendments thereunder, the Annual Return filed with the Ministry of Corporate Affairs (MCA) for the Financial Year 2021-22 is available on the (Web-link: <https://www.duncanengg.com/sites/default/files/Annual%20Return%2031.03.2022.pdf>) and the Annual Return for Financial Year 2022-23 will be made available on the website of the Company once it is filed with the MCA.

B. Management Discussion & Analysis and Report on Corporate Governance

The Management Discussion and Analysis and the Report on Corporate Governance as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, forms part of this Annual report.

A Certificate from the Secretarial Auditor of the Company regarding compliance with conditions of corporate governance as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, also forms part of this Annual Report.

C. Managing Director and Chief Financial Officer Certification

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, the Managing Director and Chief Financial Officer certification as specified in Part B of Schedule II thereof is annexed to the Corporate Governance Report. The Managing Director and the Chief Financial Officer also provide quarterly certification on Financial Results while placing the Financial Results before the Board in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. Compliance of Secretarial Standards

The Company has complied with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi.

E. Insider Trading Regulations

Based on the requirements under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for prevention of insider trading is in force in your Company. The Company has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in compliance with Chapter IV of the said Regulations and the same is also available on the Company's website www.duncanengg.com.

F. Conservation of Energy, Technology Absorption, Exports and Foreign Exchange Earnings and Outgo

As required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules 2014, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed to this Report as Annexure C.

G. Particulars of Employees and Remuneration

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including amendments thereunder, are annexed in Annexure D of this report.

H. Investor Education & Protection Fund

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and Rules thereunder, including amendments thereof, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for 7 years from the date of such transfer is required to be transferred to the 'Investor Education and Protection Fund (IEPF)'.

Pursuant to the provisions of IEPF (Accounting, Audit, Transfer, and Refund) Rules, 2016 and its amendments thereon, all shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more, are required to be transferred to IEPF.

The dividend till the year 2009-10 which remained unpaid or unclaimed for 7 years has been transferred to the IEPF Authority (IEPF Account). All shares in respect of which dividend has remained unpaid or unclaimed for 7 consecutive years are also transferred to the IEPF Authority. The company has not declared dividends from the financial year 2010-11 till financial year 2021-22.

Members may note that unclaimed dividend and shares transferred to the IEPF Authority can be claimed back by them by following the procedure prescribed in the Rules.

The Company had appointed Mr. Rajib Gope, Company Secretary as Nodal Officer (resigned w.e.f. 22.07.2022). Thereafter, the Company appointed Mr. Kamal Saria, Chief Financial Officer as Nodal Officer w.e.f. 07.10.2022 under the provisions of IEPF Rules. Details of the Nodal Officer are available on the website of the Company i.e., www.duncanengg.com.

I. No pending proceeding under Insolvency and Bankruptcy Code, 2016

The Board confirms that there is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 and that there is no instance of onetime settlement with any Bank or Financial Institution, during the year under review.

J. Related Party Transactions

All related party transactions that were entered into during the Financial Year 2022-23 were on an arm's length basis and in the ordinary course of business. Hence, there are no transactions to be reported in Form AOC-2. None of the related party transactions entered into by the Company, were materially significant, warranting members' approval under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder.

The Audit Committee had granted the omnibus approval for the proposed transactions with Related Party during financial year 2022-23, which are reviewed on quarterly basis by the Audit Committee and the Board of Directors.

During the year, the policy on Related Party Transactions was amended to align with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The amended policy on Related Party Transactions is uploaded on the Company's website. The disclosures as per IND-AS 24 for transactions with related parties are provided in the Financial Statements of the Company.

K. Accounting Treatment

The Accounts for the year have been prepared as per Indian Accounting Standards (Ind AS) and all the current year and previous year figures have been re-stated accordingly. No treatment different from that prescribed in Accounting Standards (Ind AS) has been followed by the Company.

L. Credit Rating

List of all credit ratings obtained by the Company during the financial year for all debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad is not applicable to the Company.

During the year under review, the Company received credit ratings from ICRA Limited. The Rating Committee of ICRA Limited, after due consideration, assigned a long-term rating of [ICRA]A- (pronounced ICRA A minus) and short-term rating of [ICRA]A2+ (Pronounced ICRA A two plus).

M. Research and Development

Research & Development is fundamental to the Company's efforts to maintain the technical and quality edge for the products. New Product Development is one of priorities of the Company. The company will concentrate on allocating its resources to develop an experienced team of professionals, and work on a roadmap to introduce market specific new products. Customization remains as one of core strengths of the Company, so it will continue to customize its products to cater the needs of customers.

N. Material Changes

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

O. Disclosure of Orders passed by Regulators or Courts or Tribunal

During the year under review, your Company has not received any order from Regulators, Courts or Tribunals, which may impact the going concern status or the operations of the Company in future.

P. Disclosure relating to equity shares with differential rights

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Q. Environment

As part of our endeavor to protect environment, the Company is making efforts to increase the green cover through

sapling plantation on one hand and enhancing the environmental awareness levels amongst employees on the other hand. The Company planted saplings of indigenous varieties in barren land within the factory premises and ensured their survival.

R. Pollution Control

Your Company's Plant has the requisite consent to operate from Maharashtra Pollution Control Board and meets all the applicable statutory norms.

S. Statutory Compliance, Strictures and Penalties

The Company has complied with rules and regulations prescribed by the Bombay Stock Exchange, Securities Exchange Board of India and any other statutory authority relating to capital market.

14. Acknowledgements

The Directors thank the employees, customers, suppliers, bankers, business partners, other regulatory agencies and wish to acknowledge and place on record their sincere appreciation for the excellent support given by them to the Company and their confidence in its Management. Your Directors would also like to thank the members of the Company for reposing their confidence and faith in the Company and its Management.

**On behalf of the Board of Directors of
Duncan Engineering Limited**

Place: Noida
Date: 16.05.2023

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Non Executive Director
DIN: 00135653

Annexure A to the Director's Report
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
FOR THE FINANCIAL YEAR 2022-2023

[Pursuant to Section 135 of the Act & Rules made thereunder]

1. Brief outline of CSR Policy of the Company:
 The Company has adopted the Corporate Social Responsibility (CSR) policy which is further amended in lines with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. Eligible funds for CSR activities will be expended in the areas of education, health care and family welfare, environmental safety, contribution to any relief fund setup by the Government of India and any State Government through implementing agencies or directly. These CSR activities will be carried out through various programs or projects with a focus on underprivileged people living around the manufacturing unit and office of the Company.
2. Composition of CSR Committee:
 As the amount to be spent by the Company does not exceed fifty lakh rupees, the Company is not required to constitute of Corporate Social Responsibility Committee. The functions of the Committee are discharged by the Board of Directors of the Company. Hence, this Report is being signed by the Managing Director of the Company.
3. The web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.
 - (a) Composition of CSR Committee – Not Applicable
 - (b) CSR Policy – Web-link:
<https://www.duncanengg.com/sites/default/files/Policy%20Procedures%20and%20other%20Compliances/Corporate%20Social%20Responsibility%20Policy.pdf>
 - (c) CSR Projects approved by the board – Web-link:
<https://www.duncanengg.com/sites/default/files/CSR%20Annual%20Action%20Plan.pdf>
4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable
5.
 - (a) Average net profit of the company as per sub-section (5) of section 135: Rs. 515.95 Lakhs
 - (b) Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 10.32 Lakhs
 - (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil
 - (d) Amount required to be set-off for the financial year, if any: Nil
 - (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 10.32 Lakh
6.
 - (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 10.52 Lakhs
 - (b) Amount spent in Administrative Overheads: Nil
 - (c) Amount spent on Impact Assessment, if applicable: Not Applicable
 - (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 10.52 Lakhs
 - (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (Rs. in Lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of section 135		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 10.52	Nil	N.A.	Nil	Nil	N.A.

(f) Excess amount for set-off, if any:

Sr. No.	Particular	Amount (Rs. In Lakhs)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	10.32
(ii)	Total amount spent for the Financial Year	10.52
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.20
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NA
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.20

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

(1) Sr. No.	(2) Preceding Financial Year	(3) Amount Transferred to Unspent CSR Account under section 135 (6) (in Rs.)	(4) Balance Amount in Unspent CSR Account under section 135 (6) (in Rs.)	(5) Amount Spent in the Financial Year (in Rs.)	(6) Amount transferred to a Fund as specified under Schedule VII as per second proviso to section 135(5)		(7) Amount remaining to be spent in succeeding financial years	(8) Deficiency
					Amount (in Rs)	Date of Transfer		
NA	NA	NA	NA	NA	NA	NA	NA	NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the Property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration No	Name	Registered Address
NA	NA	NA	NA	NA	NA	NA	NA

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

For Duncan Engineering Limited

Akshat Goenka

Managing Director Place: Noida

DIN: 07131982 Date: 16.05.2023

Annexure B to the Director's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended March 31, 2023.

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Duncan Engineering Limited,
F- 33, Ranjangaon, MIDC
Karegaon, Taluka Shirur,
District Pune 412 209

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Duncan Engineering Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of Duncan Engineering Limited (name of the company) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Duncan Engineering Limited ("the Company") for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) Secretarial Standards on the Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries of India.
- (vi) Other applicable acts :
 - (a) Factories Act, 1948
 - (b) Payment of Wages Act, 1936 and rules made there under;
 - (c) The Minimum Wages Act, 1948;
 - (d) Employees State Insurance Act, 1948
 - (e) The Employees Provident Fund Act and Miscellaneous Provisions Act, 1952
 - (f) The Payment of Bonus Act, 1956
 - (g) Payment of Gratuity Act, 1972
 - (h) Protection of Women Against Sexual Harassment at Workplace Act and Rules;
 - (i) The Water (Prevention & Control of Pollution) Act, 1974;
 - (j) The Air (Prevention & Control of Pollution) Act, 1981;
 - (k) The Environment (Protection) Act, 1986 (Read with the Environment (Protection) Rules) 1986
 - (l) The Hazardous Wastes (Management, Handling And Trans boundary Movement) Rules, 2008
 - (m) E-waste (Management) Rules 2016
 - (n) The Insolvency and Bankruptcy Code, 2016

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Director and Independent Directors.

The following were the changes in the composition of the Board of Directors that took place during the period under review:

- Mr. Akshat Goenka (DIN No. 00135653) was re appointed as Managing Director of the Company for a period of five years with effect from February 9, 2022;
- Mr. Arvind Goenka (DIN No. 00135653) was re appointed as Director liable to retire by rotation at the AGM held on July 21, 2022
- Mr. Brij Behari Tandon, (DIN 00740511) resigned from the Board as Independent Director with effect from July 19, 2022.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board were carried through unanimously and recorded in the minutes.

It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.

There exist adequate systems and processes in the Company that are commensurate with the size of operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Signature:
S. Vaishnav

Name of Company Secretary in practice / Firm:
ACS/FCS No.11392
C P No.: 8675
UDIN : A011392E000427511

Place: Pune
Date: May 16, 2023

Annexure "A"

(To the Secretarial Audit Report of M/s. Duncan Engineering Limited for the financial year ended 31-03-2023)

To
The Members
Duncan Engineering Limited

The Secretarial Audit Report for the Financial Year ended 31 March 2023 is to be read along with this Annexure A

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance and law, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the effectiveness with which the management has conducted the affairs of the company.

Signature:
S. Vaishnav

Name of Company Secretary in practice / Firm:
ACS/FCS No.11392
C P No.: 8675
UDIN : A011392E000427511

Place: Pune
Date: May 16, 2023

Annexure C to Director's Report

A. Conservation of Energy

- i. Steps taken on conservation of energy and its impact:
 - In the pneumatic circuits, air leakages were arrested by means of replacing leakage pipes.
 - Old air conditioners were replaced with energy efficient inverted type air conditioners in the data server rooms.
 - Normal lights were replaced with LED lights 100% in office area and 40% in Works area. Steps are being taken to complete 100% LED lights in works in the FY 2023-24.
 - Optimized the energy consumption of air compressors by 2.5% by effective utilization.
 - Optimized the consumption of drinking water by 20% by wastage elimination.
- ii. Steps taken by the company for utilising alternate source of energy:
Company is in the study & exploring phase for utilizing alternate source of energy.
- iii. The capital investment on energy conservation equipment:
Company is exploring better scope for the capital investment on energy conservation equipment.

B. Technology Absorption

- i. Efforts made towards technology absorption:
Specific areas in which R & D was carried out in pneumatic products and efforts made thereon to reduce the electric power consumption.
- ii. Benefits derived like product improvement, cost reduction, product development or import substitution:
Consistent efforts are being made for value engineering in terms of broadening the technical specifications, cost reduction and better performance in the products such as cylinders, actuators and valves. Improved product aesthetics, reliability, functionality and productivity is being done. Material handling equipment has been erected for safe material and human safety.
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not applicable.
 - a. Details of technology imported – Nil.
 - b. Year of import – Nil.
 - c. Whether the technology been fully absorbed – Nil.
 - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof – Nil.
- iv. The expenditure incurred on Research and Development:
 - a. Capital - Nil
 - b. Recurring - Nil
 - c. Total - Nil

C. Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year were Rs. 130.28/- Lakhs and the Foreign Exchange outgo during the year in terms of actual outflows were Rs. 456.90/- Lakhs.

On behalf of the Board of Directors

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Non Executive Director
DIN: 00135653

Place: Noida
Date: 16.05.2023

Annexure D to Director's Report

INFORMATION PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 INCLUDING AMENDMENTS THEREUNDER

Table A:

Sr. No.	Particulars	Information Required
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Mr. JP Goenka: NA Mr. Arvind Goenka: NA Mr. Akshat Goenka: 1:15 Mr. OP Dubey: NA Mr. Nitin Kaul: NA Mrs. Arti Kant: NA Mr. BB Tandon: NA (Resigned w.e.f. 19.07.2022)
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Directors: Mr. JP Goenka: - NA Mr. Arvind Goenka: NA Mr. Akshat Goenka: 49.81% Mr. OP Dubey: NA Mr. Nitin Kaul: NA Mrs. Arti Kant: NA Mr. BB Tandon: NA (Resigned w.e.f. 19.07.2022) Key Managerial Personnel: Mr. Akshat Goenka, MD: 49.81% Mr. Raghu Raman, CFO: Nil (Resigned w.e.f. 17.05.2022) Mr. Kamal Saria, CFO: Nil (Appointed w.e.f. 18.05.2022) Mr. Rajib Gope, CS: Nil (Resigned w.e.f. 22.07.2022) Ms. Sayalee Yengul, CS - Nil (Appointed w.e.f. 01.11.2022)
3	The percentage increase in the median remuneration of employees in the financial year;	14.76 %
4	The number of permanent employees on the rolls of company	168 As on 31.03.2023.
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average Salary increase of non-managerial employees was 10.29 %. The total Increase in managerial remuneration was 10.90%.
6	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2023 is as per the Remuneration Policy of the Company.
7	The key parameters for any variable component of remuneration availed by the directors	Managing Director is entitled to Commission. Non-Executive Directors are entitled to Commission based on the performance of the Company in addition to the sitting fees.
8	Particulars of employees posted and working in a country outside India, not being Directors or their relatives, drawing more than sixty lakh rupees per Financial Year or five lakh rupees per month	There are no such cases.

Notes:

1. Key Managerial Personnel (KMPs) i.e. the Chief Financial Officer (CFO) and Company Secretary (CS) were appointed/resigned during the year ended 31st March 2023. As such the remuneration of these KMPs is not considered.
2. Except for Mr. Akshat Goenka, no other director is paid remuneration during the year ended 31st March 2023.

Table B:

Sr. No.	Name	Designation & Nature of Duties	Remuneration (Amt in Rs.)	Qualification & Years of Experience	Age	Date of Commencement of employment	Last employment held before joining the company	
							Company	Designation
1.	Akshat Goenka	Managing Director	67,04,000	Graduate in Economics (12)	36	9-Feb-2017	Oriental Carbon & Chemicals Ltd	Joint Managing Director
2.	Shrikant V.S. Narsimha Rao	Head – Sales & Marketing	4,426,585	BE (18)	40	10-Aug-2015	Delval Flow Controls P Ltd	Area Manager – International Sales
3.	A. Fernandez Arockiaraj	GM – Operations	3,736,504	BE (27)	52	10-May-2019	L&T Valves Limited	Asst. GM – Manufacturing
4.	Kamal Sarita	CFO (Finance & Accounts)	2,177,408	CA, B.Com (14)	36	1-Feb-2022	Oriental Carbon & Chemical LTD	Sr. Manager – Accounts
5.	Amit Ashok Karogal	GM (Design Engineering)	2,152,466	BE, MBA (21)	44	25-May-2022	Emerson Innovation Center	Senior Project Manager
6.	Pankaj Koul	Lead - New Product (Sales & Marketing)	2,121,265	PDDMM (32)	53	20-Sep-2021	TLH, Delhi	Self-start business
7.	Sudhir Passi	Regional Head Sales & Marketing	2,048,809	DME (27)	48	3-Mar-2014	Electronica Mechatronic Sys P Ltd	Area Manager (Northern Region)
8.	Ramesh M. Kempegowda	DGM – Mfg. Engineering	1,529,688	BE (25)	51	7-Mar-2019	Kirloskar Pneumatic Co. Ltd.	Sr. Manager – Mfg. Engineering
9.	Hitesh Govindlal Parmar	Sr. Manager – Human Resources	1,480,033	MPM, DLL (25)	52	1-Mar-2019	Badve Autotech Pvt. Ltd.	Sr. Manager – HRD
10.	Nikhil Ghone	Regional Head – Sales & Marketing	1,422,038	BE MECH MBA (14)	41	15-Feb-2018	Festo India Pvt. Ltd.	Asst. Manager – Process Auto. (Sales & Mktg)

Notes:

1. Remuneration has been calculated based on Section 198 of the Companies Act, 2013 and includes expenditure incurred by the Company on salary and for provision of benefits to the employees, excluding actuarial valuation of Retirement Benefits.
2. The nature of employment is contractual in case of Director and permanent for all other employees.
3. Mr. Akshat Goenka is related to Mr. Arvind Goenka, Non-Executive Director and Mr. J.P. Goenka, Non-Executive Director & Chairman.

For Duncan Engineering Limited
On behalf of the Board of Directors

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Non-Executive Director
DIN: 00135653

Place: Noida
Date: 16.05.2023

Management Discussion and Analysis

1. Industry Structure and Development

India has a diverse industrial landscape, and the pneumatic products industry is an important part of it. The industry is composed of several players, including manufacturers, suppliers, distributors, and service providers. India's pneumatic products industry has grown significantly in recent years, driven by a strong demand from various industries such as automotive, manufacturing, construction, and healthcare.

Duncan offers a wide range of pneumatic products, including Solenoid operated Directional control valves, Linear and Rotary actuators, and valve Automation Systems. These cater to various applications such as compressed air systems, control systems, automation systems, and others.

India's pneumatic products industry has been experiencing steady growth due to various factors, such as the increasing demand for automation in industries, the rise in manufacturing activities, and the growth of the automotive and construction sectors. Additionally, the Indian government's initiatives to promote manufacturing and industrial development have contributed to the growth of the industry.

In terms of market segmentation against Duncan Engineering product lines, the Power sector is the largest consumer of Duncan pneumatic products in India. The manufacturing sector and construction industry are also significant users of pneumatic products. Moreover, the process sector is expected to be a potential market for Duncan pneumatic products in the coming years, as there is a growing demand for indigenous pneumatic products.

To support the growth of the pneumatic products industry, the Indian government has introduced several initiatives, including the Make in India campaign and the National Manufacturing Policy. These initiatives aim to promote local manufacturing, increase investments, and develop infrastructure to support the growth of the manufacturing sector in India.

In conclusion, India's pneumatic products industry is poised for significant growth in the coming years, driven by increasing demand from various industries, government initiatives, and a favorable business environment. The industry's diverse players and range of products offer ample opportunities for growth and development.

2. Opportunities and Threats

A. There are several opportunities for pneumatics and valve automation products in India:

- i. **Growing Industrial Sector:** India has a rapidly growing industrial sector, with increasing automation and use of process control systems. This provides a significant opportunity for the growth of pneumatics and valve automation products, as they play a crucial role in controlling and regulating various industrial processes.
- ii. **Infrastructure Development:** The Indian government has announced several large-scale infrastructure development projects, such as smart cities, highways, and ports. This presents a significant opportunity for the growth of pneumatics and valve automation products, as they are an essential component of modern infrastructure.
- iii. **Healthcare Sector:** The healthcare sector in India is growing rapidly, with increasing investments in medical infrastructure and technology. Pneumatics and valve automation products are essential components of advanced medical equipment, which presents an opportunity for growth in this sector.
- iv. **Energy Efficiency:** There is an increasing awareness of the need for energy efficiency in India, and pneumatics and valve automation products can play a crucial role in reducing energy consumption in industrial processes.
- v. **Automotive Sector:** The Indian automotive sector is growing rapidly, with increasing demand for vehicles and associated components. Pneumatics and valve automation products are critical components of automotive manufacturing processes, which presents an opportunity for growth in this sector.

- vi. **Agriculture Sector:** India has a large agricultural sector, which presents an opportunity for the growth of pneumatics and valve automation products. These products can be used to automate various agricultural processes, such as irrigation and crop harvesting.
- vii. **Government Initiatives:** The Indian government has launched several initiatives to promote local manufacturing and increase investments in the manufacturing sector. This presents an opportunity for the growth of pneumatics and valve automation products, as they are essential components of various manufacturing processes.

In conclusion, India's growing industrial sector, infrastructure development, healthcare sector, focus on energy efficiency, growing automotive and agriculture sectors, and government initiatives provide significant opportunities for the growth of pneumatics and valve automation products in the country.

B. Threats for pneumatics and valve automation products in India:

There are several threats for pneumatics and valve automation products in India:

- i. **High Competition:** The pneumatics and valve automation products market in India is highly competitive, with several domestic and international players. This can make it challenging for new entrants to establish themselves in the market.
- ii. **Economic Uncertainty:** India is a developing country with a volatile economy, which can create uncertainty for businesses operating in the country.
- iii. **Technological Obsolescence:** Pneumatics and valve automation products require constant innovation and upgradation to stay relevant in the market. Failure to do so can lead to technological obsolescence and loss of market share.
- iv. **Price Sensitivity:** The Indian market is highly price-sensitive, and customers often prioritize affordability over quality. This can create challenges for companies that are focused on producing high-quality pneumatics and valve automation products.
- v. **Lack of Skilled Workforce:** The availability of skilled workforce is a significant challenge for many businesses in India, including those in the pneumatics and valve automation industry. Companies may struggle to find skilled technicians and engineers, which can impact product quality and innovation.
- vi. **Regulatory Challenges:** The Indian regulatory environment can be complex and challenging to navigate, with several compliance requirements and bureaucratic procedures. This can create delays and increase costs for companies operating in the pneumatics and valve automation industry.

In conclusion, high competition, economic uncertainty, technological obsolescence, price sensitivity, lack of skilled workforce, and regulatory challenges are significant threats for the pneumatics and valve automation products industry in India. Company must navigate these challenges effectively to succeed in this market.

3. Segment-wise or product-wise performance

The company's business activity falls within a single primary business segment viz., "General Engineering Products". Details of its performance is given under the head, Discussion on financial performance with respect to operational performance.

4. Outlook

Next few fiscal years are going to be crucial for the Company as it look to expand its product basket in pneumatics. New Product Development (NPD) is one of priorities of the Company. The company will concentrate on allocating its resources to develop an experienced team of professionals and work on a roadmap to introduce new products in market. Customization remains as one of core strengths of the Company, so it will continue to customize its products to cater the needs of customers. The Company is also looking putting focused approach on exports in coming fiscal year by putting dedicated team at work.

With increasing emphasis on automation, quality control, safety and efficient & renewable energy, fluid power technology should continue to expand in India. Factors such as rapid industrialization in emerging economies, automation and growing demand for industrial material handling equipment are expected to drive the pneumatic market across the world. With significant global capital spending expected in pharmaceutical and its allied industries in the wake of pandemic, these industries are likely to witness significant growth in the upcoming period.

However, the industry is also likely to face some challenges, including high competition, price sensitivity, regulatory challenges, and technological obsolescence. Companies in this industry must navigate these challenges effectively to succeed in the market.

Overall, the outlook for pneumatics and valve automation products in India in fiscal year 2022-2023 is positive, with significant growth opportunities in various sectors. However, the company must remain agile and innovative to stay ahead of the competition and capitalize on these opportunities.

5. Risks and Concerns

Risk, which is the manifestation of business uncertainty affecting corporate performance and prospects, is an integral part of business. The Company follows a defined and exhaustive risk management process, which is integrated with its operations. This enables the Company to identify, categorise and prioritise operational, financial, and strategic business risks. To address the identified risks, the Company continues to spend significant time, effort, and human resources to manage and mitigate such risks.

6. Internal Control Systems and their adequacy

The Company has adequate internal control systems, which includes internal financial controls, the efficacy of which is continuously monitored and updated when required internally. The internal Auditors monitor the compliance of the same.

The Company's internal control system ensures that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The Audit Committee reviews reports presented by the internal auditors on a routine basis. The committee makes note of the audit observations and takes corrective actions, if necessary. It maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

7. Discussion on financial performance with respect to operational performance

A. Analysis of the profit and loss statement

- i. **Revenues:** Revenues from operations registered a 25.69 % growth from Rs. 5576.81 Lakh in FY 21-22 to Rs. 7009.52 Lakh in FY 22-23.
- ii. **Margins:** EBITDA for the year was Rs. 1456.29 Lakh as against Rs. 983.36 Lakh in FY 21-22. EBITDA margin of the Company increased to 20.78 % from 17.63 % in FY 21-22. The net profit margin of the Company was Rs. 990.35 Lakh in FY 22-23 compared to Rs. 624.47 Lakh in FY 21-22. The margins for the year were increased by 58.59 %.

B. Analysis of the Balance Sheet

- i. **Sources of funds:** The capital employed by the Company increased to Rs. 4809.85 Lakh as on 31st March 2023 from Rs. 3784.89 Lakh as on 31st March 2022 owing to internal accruals.

The net worth of the Company increased 26.57 % to Rs. 4641.04 Lakh as on 31st March 2023 from Rs. 3666.87 Lakh as on 31st March 2022.
- ii. **Applications of funds:** Fixed assets (gross) of the Company increased 2.02 % from Rs. 3165.66 Lakh as on 31st March 2022 to Rs.3229.47 Lakh as on 31st March 2023.
- iii. **Working capital management:** Total Current Assets of the Company increased by 42.85 % from Rs. 3242.95 Lakh as on 31st March 2022 to Rs. 4632.62 Lakh as on 31st March 2023. Current Assets included

current investment and cash and bank balance of Rs. 2883.98 Lakh in FY 22-23 compared to Rs. 1571.00 Lakh in FY 21-22 due to the deployment of funds into short term Investments.

Inventories, including raw materials, work-in-progress and finished goods, among others, increased to Rs. 1054.28 Lakh on 31st March 2023 from Rs. 936.22 Lakh as on 31st March 2022 due to higher production. Trade receivables as at 31st March 2023 were Rs.595.68 Lakh compared to Rs. 578.88 Lakh as at 31st March 2022.

8. Human Resources and Industrial Relations

The Company employed 168 officers and workmen as on 31st March 2023. Increase in the value of human capital through the development of individual and collective competencies helped the Company stay in step with market developments and requirements. The Company has a policy to regularly run programs and projects on skill development and upgradation of employee competence. Programmes of knowledge sharing were conducted; employees are encouraged to attend external programs as required to enhance their perspective of emerging standards. Several innovative ideas received from employees were implemented, resulting in enhance quality, cost optimisation and productivity.

The Company generally enjoys cordial relationship with its staff and workers. The Company management has entered into wage revision agreement with the recognised worker's union on September 24, 2021, for a period of 3 years effective from April 1, 2021, to March 31, 2024.

9. Key Financial Ratios

A. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor is given below:

Sr. No.	Particulars	FY 2022-2023	FY 2021-2022	% Change	Explanation
1.	Debtors Turnover	11.94	9.62	24%	-
2.	Inventory Turnover	3.83	3.68	4%	-
3.	Interest Coverage Ratio	10.79%	11.78%	-8%	-
4.	Current Ratio	3.08%	2.45%	26%	Current ratio has improved to 3.08 primarily on account of increase in value of inventories & investment.
5.	Debt Equity Ratio	0.02	0.02	17%	-
6.	Operating Profit Margin (%)	20.78 %	17.63%	18%	-
7.	Net Profit Margin (%)	14%	11%	26%	Net profit ratio has increase mainly due to increase in profit and revenue during the year.

B. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

Sr. No.	Particulars	FY 2022-2023	FY 2021-2022	% Change	Explanation
1.	Return on Net Worth	21%	17%	25%	Net Worth ratio has increase mainly due to increase in profit and revenue during the year.

10. Disclosure of Accounting Treatment:

Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard

has been followed, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction.

The Accounts for the year have been prepared as per Indian Accounting Standards (Ind AS). The current year and previous year figures have been re-stated accordingly. No treatment different from that prescribed in Ind AS has been followed by the Company.

11. Cautionary Statement

This statement made in this section describes the Company's objectives, projections, expectation, and estimations which may be 'forward looking statements' within the meaning of applicable Securities Laws and Regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual results could differ materially from those expressed in the statements or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements based on any subsequent development, information, or events.

**On behalf of the Board of Directors of
Duncan Engineering Limited**

Place: Noida
Date: 16.05.2023

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Non Executive Director
DIN: 00135653

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance hinges upon transparency and ethical practices in a professional working environment conducive to optimal performance with focus on achieving shareholder's long term value growth through constant innovation, commitment to quality and customer satisfaction whilst exploring new avenues of growth.

Code of Conduct for the Board of Directors and Senior Management

The Company has adopted the Code of Conduct for the Board of Directors and Senior Management of the Company in accordance with provisions of the SEBI Listing Regulations and the Companies Act, 2013, including Rules made thereof and amendments thereunder. The same is available on the Company's website (web-link: <https://www.duncanengg.com/sites/default/files/Policy%20Procedures%20and%20other%20Compliances/Code%20of%20Conduct%20for%20Directors%20%26%20Senior%20Management.pdf>)

The Company has received confirmations from the Directors as well as Senior Management Personnel regarding compliance of the Code during the year under review. Annual declaration signed by the Managing Director of the Company pursuant to Regulation 26(3) read with Schedule V (Part D) of the SEBI Listing Regulations is annexed to this Report as Annexure A.

Code of Conduct for Prevention of Insider Trading

The Securities and Exchange Board of India (SEBI) as a regulatory authority has issued regulation governing prohibition of 'Insider Trading' known as the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the 'Regulations') which is amended from time to time. Further the Companies Act, 2013 has also prescribed the provisions on 'Prohibition on Insider Trading of Securities'.

In terms of said Regulations, the Board of Directors of Duncan Engineering Limited (DEL) has adopted the following Codes,

1. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) (Code of Fair Disclosure);
2. Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their immediate relatives (Code of Conduct);

2. BOARD OF DIRECTORS:

A. Composition and Category of the Board

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. The Board comprised of 6 directors as on 31st March 2023. The composition of the Board was as under:

Category of Directors	No. of Directors
Promoter - Non Executive Director (including Chairman)	2
Promoter - Executive Director	1
Non-Executive Independent Director (Including 1 Woman Director)	3
Total	6

The composition of the Board confirms the requirement of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time.

All the Directors are eminent professionals with sound knowledge and relevant expertise and experience in the areas of manufacturing, engineering, business, industry, finance and law. They have submitted necessary disclosures to the company under the Act and SEBI Listing Regulations from time to time.

The Nomination and Remuneration Committee and the Board of Directors reviewed and are satisfied with Succession Planning for the Board of Directors and Senior Management Personnel of the Company.

B. Number of Meetings held and Attendance of Directors during the Financial Year 2022-2023

The Board & Committee Meetings are scheduled in advance and the notice of each Board Meeting is emailed to every Director. The agenda papers for the Board and Committee meetings are disseminated electronically. Necessary information as required under applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and Secretarial Standards 1 ("SS-1") and other applicable laws, rules and regulations were placed at the Board Meetings.

During the financial year ended 31st March 2023, the Board met four (4) times on 17th May 2022, 22nd July 2022, 1st

November 2022 and 24 January 2023. All the meetings were conducted through Video Conferencing mode. The gap between two meetings did not exceed 120 days.

The names and categories of the Directors on the Board, their attendance at the Board Meetings (BM) held during the financial year 2022-23 and at the last Annual General Meeting (AGM) and also the Directorships, Committee positions held by them in other public limited companies and shareholding of Non-Executive Directors as at 31st March 2023 are given below.

Sr. No	Name of Director	No of Directorships in other Public Ltd Cos	No. of Committee positions held in other Public Ltd. Cos		Attendance at DEL Meetings		No. of shares / convertible instruments held
			Chairman	Member	BM	AGM	
Non- Executive Directors							
1.	Mr. J P Goenka	2	0	0	2	No	-
2.	Mr. Arvind Goenka	4	0	1	4	Yes	-
Executive Directors							
3.	Mr. Akshat Goenka	5	0	3	4	Yes	-
Independent Directors							
4.	Mr. O P Dubey	1	3	3	4	Yes	-
5.	Mr. Nitin Kaul	0	0	1	4	No	-
6.	Mrs. Arti Kant	0	0	2	4	Yes	-

The names of the other listed entities in which the Directors hold directorship and category thereof as at 31st March 2023 are given below.

Sr. No.	Name of Director & Age as on 31.03.2023	Name of the other Listed entities in which Director holds Directorship	Category of Directorship
1.	Mr. J P Goenka	Oriental Carbon & Chemicals Ltd	Non-Executive Director
2.	Mr. Arvind Goenka	Oriental Carbon & Chemicals Ltd Asahi Songwon Colors Limited	Managing Director Independent Director
3.	Mr. Akshat Goenka	Oriental Carbon & Chemicals Ltd	Jt. Managing Director
4.	Mr. O P Dubey	-	-
5.	Mr. Nitin Kaul	-	-
6.	Mrs. Arti Kant	-	-

Notes:

1. Committee Positions includes only Audit Committee and Stakeholders Relationship Committee as per Regulation 26 of the SEBI Listing Regulations, 2015.
2. Directorships held in Foreign Companies, private limited companies, one person companies and companies under Section 25 of the Companies Act, 1956 under Section 8 of the Companies Act, 2013 & rules thereof including amendments thereunder have not been considered.
3. Mr. J P Goenka and Mr. Arvind Goenka, Non-Executive Directors are liable to retire by rotation.
4. Mr. Akshat Goenka was appointed as the Managing Director for 5 years from 09.02.2017 to 08.02.2022 at the Annual General Meeting (AGM) held on 03.08.2017. He was reappointed for 5 years from 09.02.2022 to 08.02.2027 at the AGM held on 23.07.2021.
5. Mr. Om Prakash Dubey and Mr. Nitin Kaul, both were reappointed as the Independent Directors for a second term of 5 years from 16.07.2019 to 15.07.2024 at the AGM held on 16.07.2019.
6. Mrs. Arti Kant was reappointed as the Independent Director for a second term of 5 years from 06.08.2020 to 05.08.2025 at the AGM held on 29.07.2020.
7. Mr. B B Tandon (DIN 00740511) resigned as the Independent Director of the Company, with effect from close of working hours of 19th July 2022.
8. Mr. Mahesh Krishna (DIN 00909208) was appointed as an Additional Director in the capacity of an Independent Director, with effect from 16th May 2023 subject to approval of shareholders.
9. Ms. Sheila Singla (DIN 02266630) is proposed to be appointed as an Independent Director, with effect from 27th July 2023 subject to approval of shareholders.
10. None of the Directors on the Board of the Company is a Director nor an Independent Director of more than 7 listed entities as at 31st March 2023.

11. None of the Directors on the Board of the Company is a Member of more than 10 Committees and Chairperson of more than 5 Committees in all public limited companies whether listed or not in which he/she is director. All the Directors have made the requisite disclosures regarding Committee positions held by them in other public limited companies.
12. Disclosure of Relationships between Directors inter-se and category of directorship:

Sr. No.	Name of Director	Category of Directorship in the Company	Relationship between
1.	Mr. J P Goenka	Non-Executive Director & Chairman (Promoter Director)	Mr. Arvind Goenka (Son) and Mr. Akshat Goenka (Grandson)
2.	Mr. Arvind Goenka	Non-Executive Director (Promoter Director)	Mr. J P Goenka (Father) and Mr. Akshat Goenka (Son)
3.	Mr. Akshat Goenka	Managing Director (Promoter Director)	Mr. J P Goenka (Grandfather) and Mr. Arvind Goenka (Father)
4.	Mr. O P Dubey	Non-Executive Independent Director	None
5.	Mr. Nitin Kaul	Non-Executive Independent Director	None
6.	Mrs. Arti Kant	Non-Executive Independent Director	None

C. Skills/Expertise/Competencies of the Board of Directors

The list of core skills / expertise / competencies required and available with the Board and names of Directors who have such skills / expertise / competencies in the context of business of the Company for its effective functioning is as follows [Pursuant to Schedule V, Part C (2)(h) of SEBI Listing Regulations, 2015]

Sr. No.	Name	Core Skills / Expertise / Competencies
1.	Mr. Jagdish Prasad Goenka	Strategy and Planning, Risk and compliance oversight and Critical and Innovative Thoughts
2.	Mr. Arvind Goenka	Company Management, Global Marketing, Strategy and Planning, Risk and compliance oversight, Critical and Innovative thoughts, Regulatory Compliance and Governance and Finance and Accounts
3.	Mr. Akshat Goenka	Company Management, Global Marketing, Strategy and Planning, Risk and compliance oversight, Critical and Innovative thoughts, spearheading new projects and Finance and Accounts
4.	Mr. Om Prakash Dubey	Strategy and Planning, Risk and compliance oversight, Critical and Innovative thoughts, and Finance and Accounts
5.	Mr. Nitin Kaul	Strategy and Planning, developing growth strategies & Restructuring businesses and Finance & Accounts
6.	Mrs. Arti Kant	Regulatory Compliance and Governance and Finance and Accounts

D. Familiarisation Programme for Independent Directors

The Company has familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company etc. A structured induction programme for new Directors is also organised where they get to meet and interact with all senior leaders of the Company and necessary documents are provided for their information and awareness. A detailed Letter of Appointment is also issued to them.

The Company's management makes business presentations periodically at the Board meetings to familiarise Independent Directors with the strategy, operations and functioning of the Company. These interactions provide them with a holistic perspective of the Company's business and regulatory framework.

The details of familiarization programme imparted to the Independent Directors are available on the website of the Company (Web-link:

https://www.duncanengg.com/sites/default/files/Policy%20Procedures%20and%20other%20Compliances/Details%20of%20Familiarization%20Programmes%202023_0.pdf)

E. Managing Director & Chief Financial Officer Certificate

The certificate pursuant to Regulation 17(8) of SEBI Listing Regulations duly signed by the Managing Director and Chief Financial Officer in respect of the financial year ended 31st March 2023 has been placed before the Board and is annexed to this Report as Annexure B.

F. Criteria of Performance Evaluation of Independent Directors

The process for Board evaluation, inter alia includes,

1. The Board evaluates the performance of the Directors individually on the basis of evaluation made by the Independent Directors and Nomination and Remuneration Committee.
2. The Nomination & Remuneration Committee evaluates the performance of each Director.
3. The Independent Directors evaluate the performance of the Non-Independent Directors including the Chairperson of the Company taking into account the views of the Executive and Non-Executive Directors and the Board as a whole.
4. Performance of the Audit, Nomination & Remuneration and Stakeholders Relationship Committees are evaluated.

The criteria for performance evaluation, inter alia includes,

1. Appropriate Board size, composition, independence, structure
2. Appropriate expertise, skills and leadership initiatives
3. Attendance in meetings and participation in discussions
4. Adequate knowledge about the Company's business and the economic scenario
5. Innovative ideas for growth of the Company's business and economic scenario
6. Effectiveness in discharging functions, roles and duties as required
7. Review and contribution to strategies, business and operations of the Company
8. Expression of independent opinion on various matters taken up by the Board
9. Timely flow of information and effective decision making
10. Defining roles and effective coordination and monitoring
11. Effective and prompt disclosures and communication
12. Compliance with applicable laws and adherence to Corporate Governance
13. Compliance with Policies, Code of Conduct etc.

G. Confirmation on declarations given by Independent Directors

The Board of Directors, after due assessment of the veracity of the declarations received from the Independent Directors, confirm that the Independent Directors fulfill the conditions specified in Regulation 25(8) of SEBI Listing Regulations, 2015 and they are independent of the Management.

H. Reasons for the resignation of Independent Directors during the Financial Year 2022-2023, if any:

Mr. Brij Bihari Tandon (DIN: 00740511), Independent Director, whose term of re-appointment was up to 15th July 2024, resigned from the Board of the Company with effect from 19th July 2022, on account of his health and personal reasons. He confirmed that there was no other material reason for his resignation other than those mentioned in his resignation letter dated 19th July 2022.

I. Separate meeting of Independent Directors

The Independent Directors met in Financial Year 2022-23 on 24th January 2023 without the presence of Executive Directors or Management representatives. The Independent Directors inter alia discuss the issues arising out of Committee Meetings and Board discussion including the quality, quantity and timely flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The outcome of the meeting was presented to the Board along with the course of actions taken for implementing the observations / suggestions received from Independent Directors.

3. COMMITTEES OF THE BOARD:

There are three committees of the Board, viz., Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee. The terms of reference of these Committees are determined by the Board from time to time. The composition, name of members and attendance at the meetings of these Committees are given below:

A. AUDIT COMMITTEE

a) Composition, meetings and attendance

The Audit Committee comprises of 3 Independent Directors. The composition is in conformity with Regulation 18 of

SEBI Listing Regulations, 2015. During Financial Year 2022-23, 4 meetings of the Committee were held on 17th May 2022, 22nd July 2022, 1st November 2022 and 24th January 2023. All the meetings were conducted through Video Conferencing mode. The gap between two meetings did not exceed 120 days.

The composition of the Committee and attendance at its meetings as at 31st March 2023 are given below:

Sr. No.	Name of the Member Director	Category	No of Meetings Attended
1.	Mr. Om Prakash Dubey (Chairman)	Non-Executive Independent Director	4
2.	Mr. Nitin Kaul	Non-Executive Independent Director	4
3.	Mrs. Arti Kant	Non-Executive Independent Director	4

Mr. B B Tandon ceased to be the member of the Committee consequent to his resignation as Non-Executive Independent Director of the Company w.e.f. 19.07.2022. He did not attend any meeting during the year.

Mr. Mahesh Krishna is appointed as a member of the Committee w.e.f. 16.05.2023.

The Chairman of the Audit Committee was present at the 61st Annual General Meeting of the Company. The Company Secretary acts as the Secretary to the Audit Committee. The Managing Director and the Chief Financial Officer attended the Audit Committee Meetings. The representatives of the Internal Auditor, Statutory Auditors and Business Unit / Operation Heads whenever required were invited to the Audit Committee meetings.

b) Terms of Reference

Powers of the Audit Committee

The powers of Audit Committee include the following.

- (1) to investigate any activity within its terms of reference.
- (2) to seek information from any employee.
- (3) to obtain outside legal or other professional advice.
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

The role of the Audit Committee includes the following:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity.
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to,
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
 - (b) changes, if any, in accounting policies and practices and reasons for the same
 - (c) major accounting entries involving estimates based on the exercise of judgment by management
 - (d) significant adjustments made in the financial statements arising out of audit findings
 - (e) compliance with listing and other legal requirements relating to financial statements
 - (f) disclosure of any related party transactions
 - (g) modified opinion(s) in the draft audit report
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the

utilisation of proceeds of a 380[public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter.

- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- (8) approval or any subsequent modification of transactions of the listed entity with related parties.
- (9) scrutiny of inter-corporate loans and investments.
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary.
- (11) evaluation of internal financial controls and risk management systems.
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- (14) discussion with internal auditors of any significant findings and follow up there on.
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- (18) to review the functioning of the whistle blower mechanism.
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Review of information by the Audit Committee

The Audit Committee mandatorily reviews the following information:

- (1) management discussion and analysis of financial condition and results of operations.
- (2) management letters / letters of internal control weaknesses issued by the statutory auditors.
- (3) internal audit reports relating to internal control weaknesses.
- (4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (5) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

All other terms/role as specified under Section 177 of the Companies Act, 2013 rules thereof including amendments thereunder, SEBI Listing Regulations, 2015, and SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendments thereunder.

B. NOMINATION AND REMUNERATION COMMITTEE:

a) Composition, meetings and attendance

The Nomination and Remuneration Committee comprises of 3 Non-Executive Directors, out of which 2 are Independent Directors. The composition is in conformity with Regulation 19 of SEBI Listing Regulations, 2015. During Financial Year 2022-23, 2 meetings of the Committee were held on 17th May 2022 and 22nd July 2022. All the meetings were conducted through Video Conferencing mode.

The composition of the Committee and attendance at meeting as at 31st March 2023 is given below.

Sr. No.	Name of the Member Director	Category	No of Meetings Attended
1.	Mr. Om Prakash Dubey (Chairman)	Non-Executive Independent Director	2
2.	Mr. Nitin Kaul	Non-Executive Independent Director	2
3.	Mr. Arvind Goenka	Non-Executive Independent Director	2

Mr. B B Tandon ceased to be the member of the Committee consequent to his resignation as Non-Executive Independent Director of the Company w.e.f. 19.07.2022. He did not attend any meeting during the year.

b) Terms of Reference

Power and Role of the Nomination and Remuneration Committee

The power and role of the Nomination and Remuneration Committee includes the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- (2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (3) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (4) devising a policy on diversity of board of directors;
- (5) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (6) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (7) recommend to the board, all remuneration, in whatever form, payable to senior management.]

All other terms/role as specified under Section 178 of the Companies Act, 2013 rules thereof including amendments thereunder and SEBI Listing Regulations, 2015 and assigned by the Board of Directors of the Company from time to time.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

a) Composition, meetings and attendance

The Stakeholders' Relationship Committee comprises of Directors out of which 2 are Independent Director including the Chairman of the Committee. The composition is in conformity with Regulation 20 of SEBI Listing Regulations, 2015. During the financial year 2022-23, the Committee met on 17th May 2022 and 24th January 2023. All the meetings were conducted through Video Conferencing mode.

The composition of the Committee and attendance at its meetings as at 31st March 2023 are given below:

Sr. No.	Name of the Member Director	Category	No of Meetings Attended
1.	Mr. Om Prakash Dubey (Chairman)	Non-Executive Independent Director	2
2.	Mr. Arti Kant	Non-Executive Independent Director	2
3.	Mr. Akshat Goenka	Managing Director	2

Mr. Mahesh Krishna is appointed as a member of the Committee w.e.f. 16.05.2023.

b) Terms of Reference

Power and Role of the Stakeholders' Relationship Committee

The power and role of the Stakeholders' Relationship Committee includes the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

All other terms/role as specified under Section 178 of the Companies Act, 2013 rules thereof including amendments thereunder and SEBI Listing Regulations, 2015 and assigned by the Board of Directors of the Company from time to time.

Investors Complaints & its Redressal

Status of Investor's Complaints as on 31st March 2023 and reported under Regulation 13 of SEBI Listing Regulations, 2015 is as under:

Complaints as on 1st April 2022	0
Received during the year	0
Resolved during the year	0
Pending as on 31st March 2023	0

Name, designation and address of Compliance Officer
 Ms. Sayalee Yengul, Company Secretary
 Duncan Engineering Limited (Secretarial Department)
 Address: F-33, MIDC, Ranjangaon, Karegaon, Tal-Shirur,
 Pune - 412 209, Maharashtra, India
 Tel: 91-2138-660066
 E-mail: sayalee.yengul@duncanengg.com
 Designated email ID for Investors: complianceofficer@duncanengg.com

The Company has displayed same email ID on its website for the reference of shareholders.

4. REMUNERATION TO DIRECTORS

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management Personnel which is uploaded on website of the Company. (Web-link: https://www.duncanengg.com/sites/default/files/Policy%20Procedures%20and%20other%20Compliances/Remuneration%20Policy_0.pdf)

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, approved all remuneration in whatever form including increment / promotions based on appraisals, payable to Key Managerial Personnel and Senior Management Personnel of the Company.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to its Managing Director. The Board based on recommendation of Nomination and Remuneration Committee, decides the commission payable to the Managing Director on determination of the profits for the Financial Year, within the ceilings prescribed under the Companies Act, 2013 rules thereof including amendments thereunder. An Agreement has been separately entered into with the Managing Director setting out the terms and conditions of appointment and tenure as recommended by the Committee and approved by the Board and the members.

The details of notice period and severance fees for termination of the agreement with the Managing Director are given below.

- a. The agreement may be terminated by not less than six months' notice in writing or by payment of six months' salary in lieu of notice if the managing director is absent for a total period of six months in the preceding period of twelve months for any reason whatsoever.
- b. The agreement may be terminated by summary notice in writing if the managing director has committed any breach or any continuing breach of his obligations under the agreement or he is guilty of conduct tending to bring the Company or his office of director into disrepute or has committed an act of insolvency or compounded with his creditors generally.
- c. The agreement may be terminated immediately, if the approval of the Holding Company, i.e. Oriental Carbon & Chemicals Ltd Board to act as Managing Director of the Company is withdrawn.

The Board of Directors based on recommendation of Nomination and Remuneration Committee decides the remuneration payable to Non-Executive Directors by way of Commission, based on parameters for performance evaluation given under the Nomination and Remuneration Policy. The members at the Annual General Meeting of the Company held on 16th July 2019, approved the payment of commission to the Non-Executive Directors, at the rate of 1% of the net profits of the Company computed in the manner laid down in the Companies Act, 2013 rules thereof including amendments thereunder.

During the Financial Year 2022-23, sitting fees of Rs. 30,000/- per Director per meeting of the Board & Audit Committee, Rs. 20,000/- per meeting for Nomination and Remuneration Committee and Rs. 10,000/- per meeting for Stakeholders' Relationship Committee was payable to Non-Executive Directors for the meetings attended.

During the Financial Year 2023-24, sitting fees of Rs. 40,000/- per Director per meeting of the Board, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee is payable to Non-Executive Directors for the meetings attended.

The Company has obtained Directors' and Officers' liability insurance coverage in respect of any legal action that might be initiated against Directors / Officers of the Company.

During the year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive Directors apart from payment of sitting fees and commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committee of the Company.

Following are the details of the remuneration paid / payable to Directors during the Financial Year 2022-2023 by the Company:

(INR. in Lakhs)

Sr No	Name	Basic Salary	Allowances	Statutory Contributions	Perquisites	Commission	Sitting Fee	Total
Non- Executive Directors								
1	Mr. J P Goenka	-	-	-	-	-	0.60	0.60
2	Mr. Arvind Goenka	-	-	-	-	-	1.60	1.60
Executive Directors								
3	Mr. Akshat Goenka	0.12	-	-	-	66.92	-	67.04
Independent Directors								
4	Mr. O P Dubey	-	-	-	-	-	3.40	3.40
5	Mr. Nitin Kaul	-	-	-	-	-	3.10	3.10
6	Mrs. Arti Kant	-	-	-	-	-	3.00	3.00
7	Mr. B B Tandon\$	-	-	-	-	-	-	-

Following are the details of the remuneration paid / payable to Mr. Akshat Goenka during the Financial Year 2022-2023 by Oriental Carbon & Chemicals Ltd, Holding Company:

(INR. in Lakhs)

Sr No	Name	Basic Salary	Commission	Statutory Contributions	Perquisites & other allowances	Total
1	Mr. Akshat Goenka	70.56	58.64	8.46	89.41	227.07

Notes:

- Out of the above remuneration, the salary, contribution to provident and perquisites, if any, are fixed component and the Commission is linked with the consolidated profitability of the Company.

- \$ Mr. B B Tandon (DIN 00740511) resigned as the Independent Director of the Company, with effect from close of working hours of 19th July 2022.

No options were granted to any Director of the Company during the year under review.

5. GENERAL BODY MEETINGS:

Details of Annual General Meetings held in the last three years:

Financial Year	Date & Time of AGM	Venue	Special Resolutions
2021-22	21.07.2022, 10:00 A.M.	Through Video Conferencing Mode*	Nil
2020-21	23.07.2021, 10:00 A.M.	Through Video Conferencing Mode*	Re-appointment of Mr. Akshat Goenka (DIN: 07131982) as a Managing Director for 5 years from 09.02.2022 to 08.02.2027.
2019-20	29.07.2020, 10:00 A.M.	Through Video Conferencing Mode*	Re-appointment of Mrs. Arti Kant (DIN: 03218058), as an Independent Director for second term of 5 consecutive years from 06.08.2022 to 05.08.2025.

*Note:

Annual General Meetings were conducted in compliance of provisions of the Companies Act, 2013 ('the Act') and Rules thereof read with the General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 2/2022 dated 5th May 2022 and General Circular No. 10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (hereinafter referred to as "SEBI Circulars").

No Extraordinary General Meeting was held during the past 3 years. No special resolution was passed during the last year through Postal Ballot. At present no special resolution is proposed to be conducted through postal ballot.

6. PARTICULARS OF APPOINTMENT / REAPPOINTMENT OF DIRECTORS

The particulars of appointment / re-appointment of directors are given in the explanatory statement of notice of the Annual General Meeting.

7. MEANS OF COMMUNICATION:

a. Quarterly Results

The Quarterly, Half Yearly and Annual results are published in national and local newspaper viz., Financial Express (English all quarters) and Loksatta (Marathi – all quarters), having wide circulation. The Company's results and official news releases are displayed on the Company's website, i.e. www.duncanengg.com and also available on the website of the stock exchange i.e. www.bseindia.com.

b. BSE Listing Centre

The Listing Centre of BSE is web based application designed by the BSE Limited (BSE) for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, quarterly results, corporate announcements etc. are filed electronically on the Listing Centre of BSE.

c. Presentations to Institutional Investors

No presentations were made to the Institutional Investors and analysts during the year under review.

8. GENERAL INFORMATION FOR SHAREHOLDERS:**a. Annual General Meeting & Company Information**

i.	Annual General Meeting	Date and Day : Thursday, July 27, 2023 Time : 2.00 pm Venue : Through Video Conferencing (VC) /Other Audio-Visual Means (OAVM)
ii.	Financial Year ended	31st March 2023
iii.	Book Closure	From 21st July 2023 to 27th July 2023
iv.	Dividend Payment Date	The dividend, if approved by the Members, shall be paid within 10 days from the date of the Annual General Meeting to be held 27.07.2023.
v.	Last date of receipt of proxy forms	The requirement of accepting Proxy Forms has been dispensed with as per MCA Circular No. 20/2020 dated 5th May 2020, as it is directed to conducting Annual General Meeting through VC / OAVM.
vi.	Financial Calendar 2022-23	During Financial Year 2022-23 the results were announced as under: First quarter : 22nd July 2022 Second quarter : 1st November 2022 Third quarter : 24th January 2023 Fourth quarter : 16th May 2023
vii.	International Security Identification Number (ISIN)	INE340F01011
viii.	Corporate Identification Number (CIN)	L28991PN1961PLC139151
ix.	Name & address of Stock Exchange and Stock Code	BSE Limited (BSE) – 504908 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
x.	Listing fees	The Annual Listing fee for FY 2022-23 has been paid to BSE where the Company's shares are listed

b. Market Price Data & performance of Company's shares in comparison to BSE SENSEX:

The monthly high and low share prices (in Rs.) during the financial year 2022-23 on BSE Limited (BSE) and performance of monthly close price of the Company's Scrip on the BSE as compared to the monthly close S&P SENSEX for the year 2022-23 is given below.

Month	Open Price (Rs.)	High Price (Rs.)	Low Price (Rs.)	Close Price (Rs.)	BSE SENSEX (High)	No. of shares traded
April 2022	225.00	258.00	214.10	221.00	60,845.10	19,596
May 2022	214.00	267.20	182.05	230.50	57,184.21	21,158
June 2022	221.05	272.95	199.55	216.00	56,432.65	17,363
July 2022	216.00	268.40	210.25	244.00	57,619.27	16,421
August 2022	233.00	283.95	230.20	245.05	60,411.20	18,971
Sept 2022	233.40	307.60	233.40	245.05	60,676.12	23,739
Oct 2022	271.00	349.85	255.50	288.45	60,786.70	38,372
Nov 2022	288.45	454.00	280.10	381.25	63,303.01	1,55,061
Dec 2022	392.80	431.00	326.05	366.25	63,583.07	39,740
Jan 2023	372.00	437.90	350.00	375.05	61,343.96	52,962
Feb 2023	380.00	415.00	340.00	374.50	61,682.25	29,009
March 2023	384.70	400.00	320.00	352.20	60,498.48	37,594

No of shares traded: 1,25,303
Highest Share Price (Rs.): 437.90
Lowest Share Price (Rs.): 320.00
Closing price as on March 31, 2023 (Rs) 352.20

c. Distribution of Shareholding as on March 31, 2023

Distribution of shareholding by category:

Sr. No.	Category	No of Shareholders	Number of Share Held	Percentage Shareholding
1.	Promoters	3	27,55,855	74.56
2.	Public	3268	8,84,512	23.93
3.	Hindu Undivided Family	63	20,385	0.55
4.	Investor Education And Protection Fund	1	13,276	0.36
5.	Non Resident (Non Repatriable)	28	7,334	0.19
6.	Other Bodies Corporate	32	6,720	0.18
7.	Non Resident Indians	22	5,770	0.16
8.	Nationalised Banks	10	2,075	0.06
9.	Clearing Members	2	73	0.00
	Total	3429	36,96,000	100.00

Distribution of shareholding by size:

Range in No. of Shares Held		No. of Shareholders	% of total Shareholders	No. of Shares	Value of Shares	% of total Shares
From	To					
1	500	3161	92.18	2,59,993	25,99,930	7.03
501	1000	123	3.59	92,108	9,21,080	2.49
1001	2000	72	2.10	99,394	9,93,940	2.69
2001	3000	27	0.78	66,738	6,67,380	1.81
3001	4000	13	0.38	45,611	4,56,110	1.23
4001	5000	4	0.12	18,200	1,82,000	0.49
5001	10000	16	0.47	1,04,784	10,47,840	2.83
10001	above	13	0.38	30,09,172	3,00,91,720	81.42
Total			100.0000	36,96,000	3,69,60,000	100.00

d. Dematerialization of shares and liquidity:

The Company's Equity Shares are tradable compulsorily in electronic form and are available for trading in depository systems both National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL). As on March 31, 2023, 35,81,315 Equity Shares (96.90%) are held in dematerialised form with NSDL & CDSL.

e. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued GDRs / ADRs / Warrants or any Convertible instruments.

f. Share Transfer System

Pursuant to the directive of the Securities and Exchange Board of India (SEBI), physical transfer of shares has been dispensed with. Equity shares of the Company can only be transferred in dematerialised form. In reference to SEBI Circular dated 25th January 2022, the Security holder / Claimant shall submit duly filled-up Form ISR-4 for processing of service request related to transmission, transposition, consolidation / sub-division / endorsement of share certificate, issue of duplicate share certificate along with requisite documents. The Company / RTA shall issue letter of confirmation after processing the service requests which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder / claimant shall make a request to the Depository Participant for dematerializing the said securities.

The Form ISR-4 is available on the website of the Company and can be downloaded from the website of the Company.

Pursuant to the SEBI Listing Regulations, 2015, a certificate on yearly basis is issued by the Practicing Company Secretary for compliance with share transmission/ deletion/sub-division, consolidation, renewal, exchange formalities etc. by the Company.

No securities of the Company were suspended from trading during the year 2022-23.

g. Nomination:

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of all the registered shareholders. Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the byelaws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Transfer Agents.

h. List of all credit ratings obtained by the Company during the financial year for all debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad

During the year under review, the Company received credit ratings from ICRA Limited. The Rating Committee of ICRA Limited, after due consideration, assigned a long-term rating of [ICRA]A- (pronounced ICRAA minus) and short-term rating of [ICRA]A2+ (Pronounced ICRAA two plus).

i. Address for correspondence

Registrar and Share Transfer Agent

The Company has appointed Link Intime India Private Limited as Registrar & Share Transfer Agent (R & T Agent). All requests including request for transmission, transposition, issue of duplicate share certificate(s), issue of letter of confirmation, issue of demand drafts in lieu of dividend warrants, change of address etc. as well as requests for dematerialisation are being processed at Link Intime India Private Limited

The contact details are as follows –

Link Intime India Private Limited

Block No. 202, 2nd Floor, 'Akshay' Complex, Off Dhole Patil Road, Pune – 411 001

Tel: 91- 20 26161629 / 26160084; Website: www.linkintime.co.in

Email: - pune@linkintime.co.in

Plant Location

Duncan Engineering Limited

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

Tel: + 91-2138-660066 Fax: + 91-2138-660067 Website: www.duncanengg.com

Email: complianceofficer@duncanengg.com

j. Investor Education and Protection Fund (IEPF)

In accordance with the provisions of sections 124 and 125 of the Companies Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF"). The Members whose dividend/ shares are transferred to the IEPF Authority can claim their shares/dividend from the IEPF Authority following the procedure prescribed in the Rules.

In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due for transfer to the IEPF Authority and simultaneously published newspaper advertisements. The Company had frequently sent communication to these shareholders by email whose email address are available with R&T / DP. The voting rights on these shares shall remain frozen until the rightful owner claims the shares. The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company www.duncanengg.com.

k. Commodity price risk or foreign exchange risk and hedging activities:

The Company did not deal in Commodities during the year. There is a Foreign Exchange loss/ (gain) (net) of Rs.2.20 lakhs which is 0.06 % of material consumed. The details of Foreign Currency Exposure and Risk is explained in Note No 32 to Financial Statement of the Company for the year ended March 31, 2023. There are no hedging activities during the year.

9. OTHER DISCLOSURES

a. Disclosure on materially significant Related Party transactions that may have potential conflict with the interest of the listed entity at large.

All Related Party transactions that were entered into during the financial year were on arms' length basis and were in the ordinary course of business. There are no materially significant related party transactions which may have a potential conflict with the interest of Company at large. All related party transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of foreseen and repetitive nature.

b. Details of non-compliance by the listed entity, penalties and strictures imposed on the listed entity by stock exchange or the Board (SEBI) or any statutory authority on any manner related to capital markets during the last three years.

The Company has complied with the requirements of the Regulatory Authorities on Capital Markets. Neither has there been any instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty or stricture been imposed on the Company by the stock exchanges, SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

c. Details of establishment of vigil mechanism/ Whistle blower policy and affirmation that no personnel have been denied access to the Audit Committee

In line with the best Corporate Governance practices, Duncan Engineering Limited has put in place a system through which the Directors, employees and business associates may report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Company has put in place process by which employees and business associates have direct access to the Audit Committee Chairman, Managing Director, Chairman of the Board. The whistle blower policy is placed on the website of the Company.

d. Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with the applicable mandatory requirements of SEBI (LODR) Regulations, 2015. The Company has adopted non-mandatory requirements to the extent specified in para 11 below.

e. Web link where policy for determining 'material' subsidiaries is disclosed

The Company has no subsidiary as on date.

f. Web link where policy on dealing with related party transactions

The policy on dealing with related party transactions have been hosted on the website of the Company and can be accessed on the link: www.duncanengg.com under investor dropdown.

g. Mrs. Shaswati Vaishnav of M/s. Vaishnav Associates., Practising Company Secretary, has issued a certificate as required under Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed and form part of this report.

h. Disclosure in relation to sexual harassment of women in workplace (Prevention, Prohibition and Redressal) Act, 2013:

- number of complaints filed during the financial year: Nil
- number of complaints disposed of during the financial year: Nil
- number of complaints pending as on end of the financial year: Nil

i. During the financial year 2022-23, Rs. 12.47 Lakhs were paid to the statutory auditors towards fees for all services rendered by them.

j. No loan and advances in the nature of loan is given to any firm/companies in which directors are interested.

10. All the requirements of Corporate Governance Report of Sub-paras (2) to (9) above have been complied with.

11. Extent to which the discretionary requirements as specified in Part e of Schedule II have been complied.

a. **Shareholder Rights:** Quarterly financial results are forwarded to the Stock Exchange and uploaded on the website of the Company.

b. **Audit Qualifications:** During the year under review, there was no audit qualification in the Auditors' report on the Company's financial statements.

- c. **Separate post of Chairman and CEO:** The Chairman of the Company and the Managing Director are different persons.
- d. **Reporting of Internal Auditor:** The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members.
12. The Company has complied with corporate governance requirements as specified in regulation 17 to 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has a functional website and it disseminate information as specified in regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
13. Certificate from the Secretarial Auditor that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of company, by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority is annexed to this report as Annexure C.
14. The Secretarial Auditor have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations and the same is annexed to this report as Annexure D.

For Duncan Engineering Limited
On behalf of the Board of Directors

Akshat Goenka	Arvind Goenka
Managing Director	Non-Executive Director
DIN: 07131982	DIN: 00135653

Date: 16.05.2023

Place: Noida

ANNEXURE A TO THE REPORT ON CORPORATE GOVERNANCE
DECLARATION BY MANAGING DIRECTOR UNDER REGULATION 26(3) READ WITH PART D OF
SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
REGARDING COMPLIANCE OF CODE OF CONDUCT

To
The Board of Directors,
Duncan Engineering Ltd.

In accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct, as applicable to them, for the financial year ended March 31, 2023.

On behalf of the Board of Directors

Akshat Goenka
Managing Director
DIN: 07131982

Date: 16.05.2023
Place: Noida

ANNEXURE B TO THE REPORT ON CORPORATE GOVERNANCE
CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER
IN TERMS OF REGULATION 17(8) OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Board of Directors,
Duncan Engineering Ltd.
Pune

Date: 16.05.2023

Dear Sir/Madam,

Pursuant to Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Managing Director and the Chief Financial Officer (CFO) of the Company hereby state that:

- A. They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. They have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Duncan Engineering Ltd

SD/-
Akshat Goenka
Managing Director
DIN: 07131982

SD/-
Kamal Saria
Chief Financial Officer

**ANNEXURE C TO THE REPORT ON CORPORATE GOVERNANCE
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

The Members,

Duncan Engineering Limited,
F -33, Ranjangaon, MIDC,
Karegaon, Tal. Shirur,
Dist. Pune – 412 209.

I have examined the relevant registers, records and forms and returns and disclosures received from the Directors of Duncan Engineering Limited having its registered office at F -33, Ranjangaon, MIDC, Karegaon, Tal. Shirur, Dist. Pune – 412 209 having CIN L28991PN1961PLC139151 (hereinafter referred to as the “Company”) produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors identification Number DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of Duncan Engineering Limited have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/SEBI/Ministry of Corporate Affairs or any such statutory authority.

Directors Details

DIN / PAN	NAME	
00135653	ARVIND GOENKA	25/06/1991
00136782	JAGDISH PRASAD GOENKA	02/08/1962
00228441	OM PRAKASH DUBEY	26/04/2012
01718619	NITIN KAUL	31/10/2006
03218058	ARTIKANT	02/02/2015
07131982	AKSHAT GOENKA	09/02/2017

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

VAISHNAV ASSOCIATES
Practicing Company Secretary

Shaswati Vaishnav
ACS: 11392
CP No: 8675
UDIN : A011392E000417701

Place: Pune
Date: May 16, 2023.

ANNEXURE D TO THE REPORT ON CORPORATE GOVERNANCE
CERTIFICATE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulation)

The Members,
Duncan Engineering Limited,
F-33, Ranjangaon, MIDC,
Karegaon, Tal. Shirur,
Dist. Pune – 412 209.

I have examined compliance of conditions of Corporate Governance by Duncan Engineering Limited (“the Company”) for the year ended on March 31, 2023, as referred to in regulation 15(2) read with clause C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter, collectively referred to as the “Listing Regulations”) read with Regulation 34(3) of the said Listing Regulations for the year ended on March 31, 2023.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

In my opinion, and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

I state that no investor’s grievance is pending unresolved by the Company for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

VAISHNAV ASSOCIATES
Practicing Company Secretary

Shaswati Vaishnav
ACS: 11392
CP No: 8675
UDIN : 011392E000417688

Date: May 16, 2023

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF DUNCAN ENGINEERING LIMITED

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of **Duncan Engineering Limited** ("the Company"), which comprise the balance sheet as at March 31, 2023, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flow for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, thereof ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31 2023, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

4. Key audit matters (KAM) are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report particularly with respect to the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business responsibility report and Corporate Governance report, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information identified above if, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the

preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with IND AS and the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- A) As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- B) As required by Section 143(3) of the Act, based on our audit we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the statement of cash flow dealt with by this Report are in agreement with the relevant books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant Rules issued thereunder;
 - e) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the financial statements.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act as amended:

In our opinion and to the best of our information and according to the explanations given to us, remuneration paid by the Company to its director during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations as on 31 March 2023 on its financial position in its financial statements. (Refer note no. 33 of the financial statements)
 - (i) The Company did not have any long-term contract, including derivative contracts for which there were any material foreseeable losses.
 - (ii) There is no amount which is required to be transferred to the Investor Education and Protection Fund by the Company.

- (iii) (a) The Management has represented that to us, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented to us, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on our audit procedures conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (iv) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable. (Refer Note 14 to the financial statement)
- (v) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **S S Kothari Mehta & Company**
Chartered Accountants
Firm's Registration Number: 000756N

Naveen Aggarwal
Partner

Membership Number: 094380
UDIN: 23094380BGUMYJ8017

Place: New Delhi
Date: 16th May 2023

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph A under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Duncan Engineering Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's property, plant and equipment (PPE) and Intangible:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of PPE & relevant details of right of use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) According to the information and explanation provided to us, the property, plant & equipment and right of use assets have been physically verified by the management according to designed process to cover all the items once in three years, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies, if any, noticed on such physical verification have been properly dealt with in the books of account.
 - c) According to the information and explanation given to us and based on our examination of records, we report that, the title deeds of all immovable properties disclosed in the financial statements included under property, plant and equipment (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company as at the balance sheet date. Accordingly, the requirement of disclosure in clause 3 (i) (c) of the Order is not applicable.
 - d) According to the information and explanation given to us and based on our examination of records, the Company has not revalued any of its property, plant and equipment (including right- of-use assets) and intangible assets during the year.
 - e) According to the information and explanation given to us and based on our examination of records, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder.
- ii.
 - a) According to the information and explanations given to us and based on our examination of the records of the Company, the inventory (Including inventories lying with third parties) (except stock in transit, for which material have been received subsequently) has been physically verified at reasonable intervals and the procedures of physical verification of inventory followed by the management are reasonable in relation to the size of the Company and nature of its business. As explained to us and on the basis of the records examined by us, the value of the discrepancies noticed on physical verification by management did not exceed 10% or more in aggregate of each class of inventory and have been properly dealt with in the books of accounts.
 - b) According to the information and explanation given to us and based on our examination of records, the company has been sanctioned working capital facility (i.e., Cash- Credit) against current assets in excess of five crore rupees, in aggregate, from bank. The Quarterly returns filed with bank during the year, are in agreement with books of accounts of company.
- iii. In our opinion and according to the information and explanations given to us, during the year, the Company has made investments as disclosed in note no 10(i) of standalone financial statements. However, it has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the para 3 (iii) (a), 3(iii) (c) to 3 (iii) (f) are not applicable.
 - b. The investments so made are not prejudicial to the company's interest;
- iv. In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made.
- v. According to the information and explanation provided to us, the Company has neither accepted any deposits from the public nor within the meaning of directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified.
- vi. We have broadly reviewed the books of accounts maintained by the Company in respect of products, where pursuant to the rule made by the Central Government of India the maintenance of cost records has been prescribed under section 148 (1) of the Act and are of the opinion that, prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- vii. According to the information and explanations given to us and the records of the Company examined by us, in our opinion:
- the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance, income tax, goods and services tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable, with the appropriate authorities with slight delays. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable except a demand of Rs. 11.67 lakhs received for delay in payment of provident fund dues for the earlier year received and deposited by the company.
 - there are no statutory dues referred to in clause 3 (vii) (a) above which have not been deposited on account of any dispute except for the following:

Name of the Statute	Nature of Dues	Amount (lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	27.40 [^]	2009-10	CESTAT Mumbai
		1.10	2012-13	Dy. Commissioner of
				Central Excise, Pune
Finance Act, 1994	Service Tax	15.43 [*]	2014-17	CESTAT Mumbai
Maharashtra Industrial Development Act 1961	Name Change Dues	53.94	Not applicable since notice received dated Oct 23, 2020 without specifying the period	Hon'ble District Court, Pune
Goods And Services Tax Act, 2017	Excess ITC claimed	5.50 ^{**}	2018-19	Appellate Authority, Pune.

[^] Inclusive of Interest amounting to INR 14.60 lakhs

^{*} Inclusive of Interest amounting to INR 5.14 and Penalty amounting to INR 5.14 lakhs

^{**} Inclusive of Interest amounting to INR 2.18 and Penalty amounting to INR 0.66 lakhs

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the information and explanation given to us and based on our examination of records, the Company has not defaulted in repayment of loans or other borrowings or in the payment of Interest thereon to any lender and hence, reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) Based on the information and explanations obtained by us, the Company has not been declared willful defaulter by any bank or financial institution or other lender and hence, reporting under clause 3(ix)(b) of the Order is not applicable.
- (c) According to the information and explanation given to us and based on our examination of records, the Company has applied the term loans (i.e. vehicle loans) for the purpose for which the loans were obtained.
- (d) According to the information and explanation given to us and based on our examination of records, funds raised on short-term basis have not been utilized for long term purposes. Accordingly, reporting under this clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanation given to us and based on our examination of records, the Company does not have any Subsidiary, Joint Venture or Associate. Accordingly, the reporting under this clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable.
- x. (a) According to the information and explanation given to us and on the basis of our examination of the records, the company has not raised any money by way of initial public offer or further public offer (including debt instruments). Hence, reporting under clause 3 (x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanation given to us and based on our examination of records, during the year, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Hence, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) As per the information and explanation given to us and on the basis of our examination of the records, we have neither come across any instance of fraud by the company or on the company or reported during the year, nor have been informed of such case by the management.
- (b) According to the information and explanation given to us and based on our examination of records, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of

- Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have been informed that there are no whistle blower complaints received by the Company during the year (and upto the date of this report). Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable.
- xii. The company is not Nidhi Company. Accordingly, Clause (xii)(a),(xii)(b)and (xii)(c) of Para 3 of the Order is not applicable to the Company.
- xiii. As per the information and explanation given to us and on the basis of our examination of the records, the transactions entered into by the Company with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the financial statements as required by applicable accounting standard .
- xiv. (a) According to the information and explanation given to us and based on our examination of records, in our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date of our report, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi)(a) of the Order is not applicable to the company.
(b) According to the information and explanations given to us and based on our examination of the records, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.
(c) According to the information and explanations given to us and based on our examination of the records, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly, paragraph 3(xvi)(c) of the Order is not applicable.
(d) According to the information and explanations given to us and based on our examination of the records, there is only one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year, accordingly, reporting under clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. There are no unspent amounts towards Corporate Social Responsibility (CSR) on ongoing or other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) and (6) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable for the year.
- xxi. The reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **S S Kothari Mehta & Company**
Chartered Accountants
Firm's Registration Number: 000756N

Naveen Aggarwal
Partner
Membership Number: 094380
UDIN: 23094380BGUMYJ8017

Place: New Delhi
Date: 16th May 2023

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls with reference to the financial statements of Duncan Engineering Limited (“the Company”) as at 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management and Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on “the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company’s internal controls with reference to the financial statements.

Meaning of Internal Financial Controls with reference to the financial statements

A company’s internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to the financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the financial statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to the financial statements and such internal financial control with reference to the financial statements were operating effectively as at 31st March, 2023, based on the criteria for internal financial controls with reference to the financial statements established by the company considering the essential components of internal controls stated in guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

For **S S Kothari Mehta & Company**
Chartered Accountants
Firm's Registration Number: 000756N

Naveen Aggarwal
Partner
Membership Number: 094380
UDIN: 23094380BGUMYJ8017

Place: New Delhi
Date: 16th May 2023

Duncan Engineering Limited
CIN No:L28991PN1961PLC139151
Balance Sheet as at March 31, 2023

(All amount stated in Rs Lakhs except wherever stated otherwise)

	Note No.	As at March 31,2023	As at March 31,2022
I ASSETS			
(A) Non current assets			
(a) Property, plant and equipment	4	1,638.01	1,575.14
(b) Capital work in Progress		-	-
(c) Intangible assets	5	28.60	7.92
(d) Financial assets	6		
(i) Loans	(i)	2.69	3.42
(ii) Other financial assets	(ii)	10.43	11.45
(e) Other non current assets	7	2.70	29.31
(f) Deferred tax asset (Net)	8	-	238.01
Total Non current assets		1,682.43	1,865.25
(B) Current Assets			
(a) Inventories	9	1,054.28	936.22
(b) Financial assets	10		
(i) Investments	(i)	2,318.73	894.90
(ii) Trade receivables	(ii)	595.68	578.88
(iii) Cash and cash equivalents	(iii)	6.44	127.63
(iv) Bank balances other than (iii) above	(iv)	558.81	548.47
(v) Loans	(v)	7.38	6.00
(vi) Other financial assets	(vi)	25.52	7.50
(c) Current tax assets (Net)	11	3.72	74.90
(d) Other current assets	12	62.06	68.45
Total Current Assets		4,632.62	3,242.95
Total Assets		6,315.05	5,108.20
II EQUITY AND LIABILITIES			
(A) Equity			
(a) Equity share capital	13	369.60	369.60
(b) Other equity	14	4,271.44	3,297.27
Total Equity		4,641.04	3,666.87
(B) Liabilities			
(1) Non current liabilities			
(a) Financial liabilities	15		
(i) Borrowings	(i)	11.20	21.51
(ii) Lease liability	(ii)	33.86	42.29
(iii) Others financial liabilities	(iii)	6.70	9.35
(b) Provisions	16	56.79	44.87
(c) Deferred tax liabilities (Net)	17	60.26	-
Total Non current liabilities		168.81	118.02
(2) Current Liabilities			
(a) Financial liabilities	18		
(i) Borrowings	(i)	95.04	48.23
(ii) Lease liability	(ii)	8.43	7.00
(iii) Trade payables	(iii)		
a) Total outstanding dues of micro enterprises and small enterprises		282.41	254.67
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		449.27	414.26
(iv) Other financial liabilities	(iv)	446.37	398.99
(b) Other current liabilities	19	176.07	178.72
(c) Provisions	20	47.61	21.44
Total Current Liabilities		1,505.20	1,323.31
Total Equity & Liabilities		6,315.05	5,108.20
Corporate Information	1		
Basis of preparation of financial statement	2		
Significant accounting policies	3		

The accompanying note no. 1 to 44 are integral part of these financial statements.

In terms of our Report of even date

For S S KOTHARI MEHTA & COMPANY

Chartered Accountants
Firm Reg. No. 000756N

Naveen Aggarwal
Partner

Membership No. 094380

Place : New Delhi
Date: May 16' 2023

**For and on behalf of the Board of Directors of
Duncan Engineering Limited**

Akshat Goenka
Managing Director
DIN: 7131982
Place : Noida

A Goenka
Director
DIN: 0135653
Place : Noida

Sayalee Yengul
Company Secretary
M.No. : A37267
Place : Pune

Kamal Saria
Chief Financial Officer
M.No. : 519000
Place : Pune

Statement of profit and loss for the year ended March 31, 2023

(All amount stated in Rs Lakhs except wherever stated otherwise)

	Note No.	For the Year ended March 31,2023	For the Year ended March 31,2022
I. Income			
Revenue from Operations	21	7,009.52	5,576.81
Other Income	22	148.61	60.93
Total Income (I)		7,158.13	5,637.74
II. Expenses			
Cost of materials consumed	23	3,782.94	3,208.31
Change in inventories of finished goods and work in progress	24	32.06	(138.41)
Employee benefit expense	25	1,206.40	1,099.97
Finance costs	26	16.42	16.91
Depreciation and amortisation expense	27	147.15	118.98
Other expenses	28	680.44	484.51
Total Expenses (II)		5,865.41	4,790.27
III. Profit/(Loss) before Tax (I-II)		1,292.72	847.47
IV. Tax expense	29		
Current tax		12.20	0.47
Tax adjustment for earlier years		(21.56)	6.25
Deferred tax (net)		311.73	216.28
Total Tax Expenses (IV)		302.37	223.00
V. Profit for the year (III-IV)		990.35	624.47
VI. Other Comprehensive Income	30		
Items that will not be reclassified subsequently to Profit or Loss			
Remeasurement of Defined Benefit Plans		(29.65)	4.28
Income Tax on the above item		13.46	-
Other Comprehensive Income (Net of Tax)		(16.19)	4.28
VII. Total Comprehensive Income for the year (V +VI)		974.16	628.75
VIII. Earnings per equity shares (Face Value of Rs. 10 Each)			
Basic & Diluted (In Rs.)	31	26.80	16.90
Corporate Information	1		
Basis of preparation of financial statement	2		
Significant accounting policies	3		

The accompanying note no. 1 to 44 are integral part of these financial statements.

In terms of our Report of even date

For S S KOTHARI MEHTA & COMPANY

Chartered Accountants
Firm Reg. No. 000756N

Naveen Aggarwal
Partner

Membership No. 094380

Place : New Delhi
Date: May 16' 2023

**For and on behalf of the Board of Directors of
Duncan Engineering Limited**

Akshat Goenka
Managing Director
DIN: 7131982
Place : Noida

A Goenka
Director
DIN: 0135653
Place : Noida

Sayalee Yengul
Company Secretary
M.No. : A37267
Place : Pune

Kamal Saria
Chief Financial Officer
M.No. : 519000
Place : Pune

Statement of cash flows for the year ended March 31, 2023

(All amount stated in Rs Lakhs except wherever stated otherwise)

	For the Year ended March 31,2023	For the Year ended March 31,2022
A. Cash flow from Operating Activities		
Profit before tax	1,292.72	847.47
Adjustments for non - cash and non- operating items :-		
Depreciation and Amortisation expenses (Refer Note 27)	147.15	118.98
Loss/ (Profit) on sale of Property, Plant & Equipment (Net)	6.66	3.08
Finance costs (Refer Note 26)	16.42	16.91
Interest income	(90.97)	(41.35)
Net foreign exchange differences	2.20	(2.86)
Bad debts written off	0.26	0.76
Provision for doubtful debts	1.08	-
Provision for doubtful debts written back	-	(0.09)
Provision no longer required written back	(14.32)	(10.20)
Loss / (Gain) on redemption / sale of current investments	(24.41)	(1.88)
Effect of changes in fair value of current investments	(18.73)	(4.55)
Operating profit before working capital changes (I)	1,318.06	926.27
Adjustments for working Capital changes:-		
Trade and other receivables	(25.45)	32.54
Inventories	(118.06)	(202.87)
Trade and other payables	123.84	175.82
Working Capital Changes (II)	(19.67)	5.49
Cash generated from Operations before tax (I+II)	1,298.39	931.76
Less: Direct taxes (paid) / refund received (Net)	80.54	(6.72)
Net Cash generated from operating activities (A)	1,378.93	925.04
B. Cash flow from Investing Activities		
Purchase of property, plant & equipment including capital work in progress, intangible assets and capital advances	(215.84)	(117.98)
Sale of property, plant & equipment	10.50	0.28
Purchase of Current Investments	(1,900.00)	(790.00)
Sale of Current Investments	519.31	1.88
Changes in other bank balances	(9.17)	(11.19)
Interest Received	82.00	39.74
Net cash (used)/generated in investing activities (B)	(1,513.20)	(877.27)
C. Cash flow from Financing Activities		
Proceeds from borrowing - (Vehicle Loan)	-	11.15
Repayment of borrowing - (Vehicle Loan)	(12.04)	(6.80)
Borrowing - Current (Net)	48.54	40.10
Repayment of principal portion of lease liability	(7.00)	(0.64)
Repayment of interest portion of lease liability	(3.89)	(0.71)
Interest and financial costs paid	(12.53)	(16.20)
Net cash (used)/generated in Financing Activitie (C)	13.08	26.90
Net increase / (Decrease) in cash and cash equivalents (A+B+C)	(121.19)	74.67

Statement of cash flows for the year ended March 31, 2023

(All amount stated in Rs Lakhs except wherever stated otherwise)

	For the Year ended March 31,2023	For the Year ended March 31,2022
Cash and cash equivalents at the beginning of the year	127.63	52.96
Cash and cash equivalents at the end of the year (Refer Note 10 (iii))	6.44	127.63
Cash and cash equivalents comprise of:		
(a) Cash on hand	0.31	0.31
(b) Cheques on hand	-	-
(c) Bank balances:		
In current accounts	6.13	2.32
In fixed deposits maturing within 3 months	-	125.00
Total	6.44	127.63

Notes :

- 1 The above Cash Flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard '7' on "Statement of Cash Flows"
- 2 Figure in bracket denotes cash outflow during the year.
- 3 Changes in liabilities arising from financing activities:

Particulars	As at March 31, 2023	Cash flows	As at March 31, 2022
Current borrowings	88.64	48.54	40.10
Non current borrowings	17.60	(12.04)	29.64

Particulars	As at March 31, 2022	Cash flows	As at March 31, 2021
Current borrowings	40.10	40.10	-
Non current borrowings	29.64	4.35	25.29

Note No

Corporate Information 1
Basis of preparation of financial statement 2
Significant accounting policies 3

The accompanying note no. 1 to 44 are integral part of these financial statements.

In terms of our Report of even date

For S S KOTHARI MEHTA & COMPANY

Chartered Accountants
Firm Reg. No. 000756N

Naveen Aggarwal

Partner
Membership No. 094380

Place : New Delhi
Date: May 16' 2023

**For and on behalf of the Board of Directors of
Duncan Engineering Limited**

Akshat Goenka
Managing Director
DIN: 7131982
Place : Noida

A Goenka
Director
DIN: 0135653
Place : Noida

Sayalee Yengul
Company Secretary
M.No. : A37267
Place : Pune

Kamal Saria
Chief Financial Officer
M.No. : 519000
Place : Pune

Statement of changes in equity for the year ended March 31, 2023

(All amount stated in Rs Lakhs except wherever stated otherwise)

(a)	Equity Share Capital (Refer note 13)	Note	Amount
	Balance as at 01 April 2021		369.60
	Add/(Less): Changes in Equity Share Capital during the year		-
	Balance as at 31 March 2022		369.60
	Balance as at 01 April 2022		369.60
	Add/(Less): Changes in Equity Share Capital during the year	13	-
	Balance as at 31 March 2023		369.60

(b) Other Equity (Refer note 14)

Particulars	Reserves & Surplus			other Comprehensive Income	Total
	Retained Earnings	General Reserves	Capital Reserves	Remeasurement of defined benefit plans (net of taxes)	
Balance as at 01 April 2021	1,654.27	660.32	382.06	(28.13)	2,668.52
Profit/(Loss) for the year ended 31 March 2022	624.47	-	-	-	624.47
Other comprehensive income (net of tax) for the year ended 31 March 2022	-	-	-	4.28	4.28
Balance as at 31 March 2022	2,278.74	660.32	382.06	(23.85)	3,297.27
Balance as at 01 April 2022	2,278.74	660.32	382.06	(23.85)	3,297.27
Profit/(Loss) for the year ended 31 March 2023	990.35	-	-	-	990.35
Other comprehensive income (net of tax) for the year ended 31 March 2023	-	-	-	(16.18)	(16.18)
Balance as at 31 March 2023	3,269.09	660.32	382.06	(40.03)	4,271.44

For description of the purposes of each reserves within equity, refer note No.-14 financial statements.

	Note No
Corporate Information	1
Basis of preparation of financial statement	2
Significant accounting policies	3

The accompanying note no. 1 to 44 are integral part of these financial statements.

In terms of our Report of even date

For S S KOTHARI MEHTA & COMPANY

Chartered Accountants
Firm Reg. No. 000756N

Naveen Aggarwal
Partner

Membership No. 094380

Place : New Delhi
Date: May 16' 2023

For and on behalf of the Board of Directors of
Duncan Engineering Limited

Akshat Goenka
Managing Director
DIN: 7131982
Place : Noida

A Goenka
Director
DIN: 0135653
Place : Noida

Sayalee Yengul
Company Secretary
M.No. : A37267
Place : Pune

Kamal Sarria
Chief Financial Officer
M.No. : 519000
Place : Pune

1 Corporate Information

Duncan Engineering Limited (formerly known as Schrader Duncan Limited) is a manufacturer of fluid power and automation products. The Company has its manufacturing unit & registered office at F-33, MIDC, Ranjangaon, Karegaon, Taluka Shirur, Dist. Pune: 412220 (near Pune City). The Company is a Public Limited Company and is listed on the Bombay Stock Exchange (BSE).

The financial statements (hereinafter referred to as "Financial Statements") of the Company for the year ended March 31, 2023 were approved and authorised for issue by the Board of Directors at their meeting held on May 16, 2023.

2 Basis of accounting and preparation of Financial Statements

a) Statement of compliance and basis of preparation

The Financial Statements of the Company, are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis. The Ind AS are prescribed under section 133 of the Companies Act, 2013 ("the Act"), and the relevant provisions thereof.

Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use. The Company has prepared these Financial Statements as per the format prescribed in Division II of Schedule III to the Act.

b) Basis of measurement

The financial statements have been prepared on historical cost basis, except for following:

- i. Financial assets and liabilities that is measured at Fair value/ Amortised cost; ((refer significant accounting policy d (i) to (vi))
- ii. Non-current assets held for sale – measured at the lower of the carrying amounts and fair value less cost to sell;
- iii. Defined benefit plans – plan assets measured at fair value. ((refer significant accounting policy h (2) (i) to (ii))
- iv. Investment in bonds and mutual funds measured at fair value/ Amortised cost ((refer significant accounting policy d (i) to (vi))
- v. Derivative financial instruments ((refer significant accounting policy d (v))"

c) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian Rupee ('INR'), which is the Company's functional currency and all the values are rounded off to the nearest Lakhs, except number of shares, face value of shares, earning per share or wherever otherwise indicated

d) Current or Non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- i. Expected to be realized or intended to sold or consumed in normal operating cycle;
- ii. Held primarily for the purpose of trading;
- iii. Expected to be realized within twelve months after the reporting period; or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle;
- ii. It is held primarily for the purpose of trading;
- iii. It is due to be settled within twelve months after the reporting period; or

- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

e) Use of judgements and estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make judgement, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities and contingent assets at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon the Management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Application of accounting policies that require critical accounting estimates and assumption judgements having the most significant effect on the amounts recognised in the financial statements are:

Recognition and measurement of defined benefit obligations :-

The cost of the leave encashment, defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation.

Property, plant and equipment and intangible assets :-

The useful life and residual value of plant, property equipment and intangible assets are determined based on technical evaluation made by the management of the expected usage of the asset, the physical wear and tear and technical or commercial obsolescence of the asset. Due to the judgements involved in such estimations, the useful life and residual value are sensitive to the actual usage in future period. The management evaluates and reviews the pattern of expected economic benefits from the asset along with commensurate method of depreciation on periodic basis and decides to follow suitable method of charging depreciation.

Provision for litigations and contingencies :-

The provision for litigations and contingencies are determined based on evaluation made by the management of the present obligation arising from past events the settlement of which is expected to result in outflow of resources embodying economic benefits, which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount.

Recognition of deferred tax assets

3 Significant accounting policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

a) Property, plant and equipment

i) Recognition and measurement

Property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its

working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Interest on borrowings used to finance the construction of qualifying assets are capitalized as part of cost of the asset until such time that the asset is ready for its intended use. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

If significant parts of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. The cost of replacing part of an item of property, plant and equipment are recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of all other repairs and maintenance are recognised in the Statement of Profit & Loss as incurred.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other noncurrent assets.

Property, plant and equipment is derecognised when no future economic benefit are expected to arise from the continued use of the asset or upon disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

ii) Depreciation & Amortisation

Depreciation on property, plant and equipment is provided on the Straight Line Method based on the useful life of assets as prescribed under Schedule II of the Companies Act, 2013. The identified components are depreciated over their useful life, the remaining asset is depreciated over the life of principal assets, except :

Buildings including Factory Buildings and Roads	: 3-60 years
Plant & Equipment (Including Components & Laboratory Equipment)	: 3-15 years
Electrical Installations	: 2-10 years
Furniture and Fixtures	: 10 years
Air Conditioners and coolers	: 10 years
Office Equipment	: 3 - 10 years
Motor Vehicles	: 5 years
Computer and Servers & Networks	: 3 - 6 years

Lease hold land held on long term are likely to be continued are considered as finance lease, and Leasehold land which do not involve substantial subsequent cash flows are amortised over the period. Buildings constructed on Leasehold land are depreciated based on the useful life prescribed in the Schedule II of the Companies Act, 2013 or balance useful life of leasehold land whichever is lower

Property Plant and Equipment purchased for value not exceeding Rs. 5000/- is fully depreciated in the year of purchase.

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis i.e. from (upto) the date on which the property, plant and equipment is available for use (disposed off).

The Company, based on technical assessment made by technical expert and management estimate, depreciates these items of property, plant and equipment less than estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

b) Intangible assets

i) Recognition and measurement

Intangible Assets Acquired Separately

Intangible assets that are acquired by the Company are measured at cost, less accumulated amortization and accumulated impairment losses, if any.

Subsequent to initial recognition, the assets are measured at cost, less accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate.

All other intangible assets are tested for impairment when there are indications that the carrying value may not be recoverable. All impairment losses are recognised immediately in the Statement of Profit and Loss.

An intangible asset is derecognised when no future economic benefit are expected to arise from the continued use of the asset or upon disposal. Any gain or loss on disposal of an item of intangible assets is recognised in profit or loss.

ii) Amortisation

Amortization is recognised in the income statement on a straight-line basis over the estimated useful lives of intangible assets or on any other basis that reflects the pattern in which the asset's future economic benefits are expected to be consumed by the entity. Intangible assets that are not available for use are amortized from the date they are available for use.

The estimated useful lives are as follows:

Software : 3- 5 years

The amortization period and the amortization method for intangible assets are reviewed at each reporting date.

c) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or a cash generating unit is higher of its fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

In respect of assets for which impairment loss has been recognised in prior periods, the company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

d) Financial Instruments

i) Initial recognition

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instruments. All financial assets and liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii) Subsequent measurement

(a) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) Method to

gross carrying amount of the financial asset, if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. When the financial asset is derecognised or impaired, the gain or loss is recognised in the Statement of profit and loss.

(b) Financial assets at fair value through other comprehensive income

Equity instruments are subsequently measured at fair value. On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis. Fair value gains and losses recognised in OCI are not reclassified to profit and loss.

(c) Financial assets at fair value through profit or loss

Financial assets which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(e) Reclassification of Financial Assets and Financial Liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. Except Trade receivables, expected credit losses are measured at an amount equal to the 12-month Expected Credit Loss (ECL), unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime ECL.

With regard to trade receivable, the Company applies the simplified approach, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

iv) Derecognition

Financial Assets

Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial Liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

v) Derivative financial instruments

The company uses derivative instruments as a part of its management of exposure to fluctuations in foreign currency exchange rates. The company does not acquire or issue derivative instruments for trading or speculative purposes. The company does not enter into complex derivative transactions to manage the treasury.

All derivative financial instruments are recognised as assets or liabilities on the balance sheet and measured at fair value, generally based on quotation obtained from banks/financial institutions. The accounting for changes in the fair

value of a derivative instruments depends on the intended use of the derivatives and the resulting designation.

The fair values of all derivatives are separately recorded in the balance sheet within current and non current assets and liabilities. Derivatives that are designated as hedges are classified as current and non current depending upon the maturity of the derivatives.

The use of derivative can give rise to credit and market risk. The company tries to control credit risk as far as possible by only entering into the contract with reputable banks/ financial institution. The use of derivative instrument is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by the management and board. The market risk on derivatives are mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes."

(vi) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the company has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using other valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values for measurement and/ or disclosure purposes are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable"

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

f) Inventories

Inventories are valued at lower of Cost and Net Realisable value. The cost of finished goods is determined by taking material, labour and related factory overheads. Cost is determined on weighted average cost. Further the cost for Work-in-Progress includes material cost, stage wise direct cost and other related manufacturing overheads. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and to make the sale.

Cost of raw materials, packing materials, stores and spares are determined on weighted average basis.

g) Revenue Recognition

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services

rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract

The specific recognition criteria for revenue recognition are as follows:

i) Sale of goods

Sale of goods is recognised at the point in time when control of the goods is transferred to the customer. The revenue is measured on the basis of the consideration defined in the contract with a customer, including variable consideration, such as discounts, volume rebates, or other contractual reductions. As the period between the date on which the Company transfers the promised goods to the customer and the date on which the customer pays for these goods is generally one year or less, no financing components are taken into account.

ii) Interest Income

For all debt instruments/ subsidies measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument/ subsidies or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in "Other income" in the statement of profit and loss.

iii) Dividends

Dividend income is recognised when the Company's right to receive dividend is established, and is included in other income in the statement of profit and loss.

h) Employee Benefits

(1) Short term employee benefits

Short-term employee benefits in respect of salaries and wages, including non-monetary benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered

(2) Long term employee benefits

i) Defined contribution plans

Employees benefits in the form of the Company's contribution to Provident Fund, Pension scheme, Superannuation Fund and Employees State Insurance are defined contribution schemes. The Company recognises contribution payable to these schemes as an expense, when an employee renders the related service.

If the contribution payable exceeds contribution already paid, the deficit payable is recognised as a liability (accrued expense), after deducting any contribution already paid. If the contribution already paid exceeds the contribution due for service before the end of the reporting period, the Company recognise that excess as an asset (prepaid expense) to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

ii) Defined benefit plans

Retirement benefits are considered as defined benefit plans. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary. The Company contributes to the gratuity fund, which are recognised as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognised in the Balance Sheet.

When the calculation results in a potential asset for the company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other

Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(3) Other long-term employee benefits

Employee benefits in the form of long term compensated absences are considered as long term employee benefits. The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurement are recognised in profit or loss in the period in which they arise.

The liability for long term compensated absences are provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

i) Foreign currency transactions

Initial recognition:

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rates at the dates of the transactions.

Conversion:

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Nonmonetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

j) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

k) Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in Other Comprehensive Income

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year after taking credit of the benefits available under the Income Tax Act and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and

A deferred income tax asset is recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences and tax losses can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

l) Segment Reporting

The chief operational decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole. In addition, the following specific accounting policies have been followed for segment reporting:

- Segment revenue includes sales and other income directly identifiable with / allocable to the segment including intersegment transfers. Inter segment transfers are accounted for based on the transaction price agreed to between the segments which is at cost in case of transfer of Company's intermediate and final products and estimated realisable value in case of by-products.
- Revenue, expenses, assets and liabilities are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on direct and/or on a reasonable basis, have been disclosed as "Unallocable".

m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

n) Cash flow statement

Cash flow statements are prepared in accordance with "Indirect Method" as explained in the Accounting Standard on Statement of Cash Flows (Ind AS - 7). The cash flows from regular revenue generating, financing and investing activity of the Company are segregated.

o) Leases

As a Lessee:

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise Fixed lease payments which are payable during the lease term and under reasonably certain extension options, less any lease incentives and Variable Lease Payments.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever lease term has changed or there is a change in the assessment of exercise of a purchase option.

Right of Use (ROU) Assets:

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are presented as a separate line in the Balance Sheet.

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a Lessor:

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

p) Earning per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted Earning per Share, the net profit or loss for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q) Provisions, Contingent Liabilities and Contingent Assets

Provision

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that the outflow of resources embodying economic benefits will be required to settle the obligation in respect of which reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to provision presented in the statement of profit & loss is net of any reimbursement.

If the effect of the time value of money is material, provisions are disclosed using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as finance cost.

Contingent liability is disclosed in the notes in case of:

There is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

- A present obligation arising from past event, when it is not probable that as outflow of resources will be required to settle the obligation
- A present obligation arises from the past event, when no reliable estimate is possible
- A present obligation arises from the past event, unless the probability of outflow are remote.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

Onerous Contracts

A provision for onerous contracts is measured at the present value of the lower expected cost of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the company recognizes the impairment on the assets with the contract.

Contingent assets

Contingent assets are not accounted in the financial statements unless an inflow of economic benefits is probable.

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Notes to the Financial Statements for the year ended March 31, 2023

Note 4

Property Plant & Equipment

(All amount stated in Rs Lakhs except wherever stated otherwise)

Description	Gross Carrying Value			Depreciation & Amortisation			Net Carrying Value		
	As at April 01, 2022	Additions/ adjustments	Disposal/ adjustments	As at March 31, 2023	As at April 01, 2022	Additions/ Adjustments	Disposal/ Adjustments	As at March 31, 2023	As at March 31, 2023
i) Property Plant & Equipment:									
Building	1,440.37	-	-	1,440.37	487.44	38.70	-	526.14	914.23
Plant & Equipment	681.57	93.33	26.87	748.03	379.98	52.93	16.58	416.33	331.70
Electrical Installations	223.81	2.64	-	226.45	215.43	1.58	-	217.01	9.44
Furniture and Fixture	196.52	6.87	1.06	202.33	189.82	1.65	1.03	190.44	11.89
Vehicles	94.00	67.59	28.31	133.28	35.15	20.42	21.65	33.92	99.36
Air Conditioners and coolers	28.41	1.40	0.71	29.10	26.69	0.28	0.71	26.26	2.84
Office Equipment	37.77	0.64	8.81	29.60	35.47	0.67	8.82	27.32	2.28
Computer	94.74	48.98	53.86	89.86	78.19	12.96	53.67	37.48	52.38
Total -(i)	2,797.19	221.45	119.62	2,899.02	1,448.17	129.19	102.46	1,474.90	1,424.12
ii) Right of Use Assets : (*)									
Land - Leasehold	204.83	-	-	204.83	28.33	2.07	-	30.40	174.43
Building (Office) - Leasehold	50.85	-	-	50.85	1.23	10.16	-	11.39	39.46
Total -(ii)	255.68	-	-	255.68	29.56	12.23	-	41.79	213.89
Grand Total (i) + (ii)	3,052.87	221.45	119.62	3,154.70	1,477.72	141.42	102.46	1,516.69	1,638.01

(*) Refer Note 1 (iii) (o) & 41

As at March 31, 2022

(All amount stated in Rs Lakhs except wherever stated otherwise)

Description	Gross Carrying Value			Depreciation & Amortisation			Net Carrying Value		
	As at April 01, 2021	Additions/ adjustments	Disposal/ adjustments	As at March 31, 2022	As at April 01, 2021	Additions/ Adjustments	Disposal/ Adjustments	As at March 31, 2022	As at March 31, 2022
Building	1,440.37	-	-	1,440.37	445.42	42.02	-	487.44	952.93
Plant & Equipment	661.61	42.77	22.81	681.57	356.01	43.42	19.45	379.98	301.58
Electrical Installations	222.21	1.60	-	223.81	213.80	1.63	-	215.43	8.38
Furniture and Fixture	196.52	-	-	196.52	187.63	2.19	-	189.82	6.70
Vehicles	53.78	40.22	-	94.00	20.25	14.90	-	35.15	58.85
Air Conditioners and coolers	26.67	1.74	-	28.41	26.67	0.02	-	26.69	1.72
Office Equipment	36.31	1.46	-	37.77	34.71	0.76	-	35.47	2.30
Computer	85.96	8.78	-	94.74	72.15	6.04	-	78.19	16.56
Total -(i)	2,723.43	96.57	22.81	2,797.19	1,356.64	110.98	19.45	1,448.17	1,349.02
ii) Right of Use Assets : (*)									
Land - Leasehold	204.83	-	-	204.83	26.26	2.07	-	28.33	176.50
Building (Office) - Leasehold	-	50.85	-	50.85	-	1.23	-	1.23	49.62
Total -(ii)	204.83	50.85	-	255.68	26.26	3.30	-	29.56	226.12
Grand Total (i) + (ii)	2,928.26	147.42	22.81	3,052.87	1,382.90	114.28	19.45	1,477.72	1,575.14

(*) Refer Note 3 (o) & 41

Gross Block of vehicles includes Rs. 39.03 Lakhs (Previous year Rs. 53.46 Lakhs) purchased under Car Finance Scheme.

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Notes to the Financial Statements for the year ended March 31, 2023

Note 5
Intangible Assets

(All amount stated in Rs Lakhs except wherever stated otherwise)

Description	Gross Carrying Value			Amortisation			Net Carrying Value		
	As at April 01, 2022	Additions/ adjustments	Disposal/ adjustments	As at March 31, 2023	As at April 01, 2022	Additions/ Adjustments	Disposal/ Adjustments	As at March 31, 2023	As at March 31, 2023
Computer Software	112.79	26.41	64.43	74.77	104.87	5.73	64.43	46.17	28.60
Total	112.79	26.41	64.43	74.77	104.87	5.73	64.43	46.17	28.60
As at March 31, 2022									
Description	Gross Carrying Value			Amortisation			Net Carrying Value		
	As at April 01, 2021	Additions/ adjustments	Disposal/ adjustments	As at March 31, 2022	As at April 01, 2021	Additions/ Adjustments	Disposal/ Adjustments	As at March 31, 2022	As at March 31, 2022
Computer Software	110.54	2.25	-	112.79	100.17	4.70	-	104.87	7.92
Total	110.54	2.25	-	112.79	100.17	4.70	-	104.87	7.92

Refer Note No. 32 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(All amount stated in Rs Lakhs except wherever stated otherwise)

6 Financial assets

6 (i) Loans

Particulars	As At March 31, 2023	As At March 31, 2022
Unsecured, considered good		
Employee Advances	2.69	3.42
Total	2.69	3.42

The company has not granted any loan & advance to promoters , directors, KMP and the related parties during F.Y. 2022-23 & 2021-22 & no dues outstanding as on the closure of the financial statement.

6 (ii) Other financial assets

Particulars	As At March 31, 2023	As At March 31, 2022
Considered good unless stated otherwise - Measured at Amortised Cost		
(Fixed Deposit) - with more than 12 months maturity from reporting date*	0.66	1.83
Security Deposits	9.77	9.62
Total	10.43	11.45

*Pledged with banks towards bank guarantee issued

7 Other non current assets

Particulars	As At March 31, 2023	As At March 31, 2022
Unsecured, considered good unless stated otherwise		
Prepaid Expenses	2.05	0.39
Capital Advances (Unsecured)	0.65	28.92
Total	2.70	29.31

8 Deferred tax asset (Net)

Particulars	As At March 31, 2023	As At March 31, 2022
Deferred Tax Asset (Refer Note no . 29c & d)	-	238.01
Total	-	238.01

9 Inventories

Particulars	As At March 31, 2023	As At March 31, 2022
Raw Materials*	708.14	564.57
Work in Progress	70.10	63.35
Finished Goods**	248.29	285.64
Stores & Spares	9.72	11.52
Packing Material	18.03	9.68
Scrap	-	1.46
Total	1,054.28	936.22

* RM includes Goods in Transit of Rs. 69.49 Lakhs. (Previous year - Rs. 47.90 Lakhs)

** after considering write down of Rs.11.96 Lakhs (Previous year -Rs. 14.72 Lakhs) in the value of inventory to it's net realizable value.

Net of provision for non moving / slow moving inventory Rs. 41.35 Lakhs (Previous year - Rs. 32.40 Lakhs)

(All amount stated in Rs Lakhs except wherever stated otherwise)

10 Financial assets

10 (i) Investments

Particulars	As At March 31, 2023	As At March 31, 2022
Current Investments :		
(1) Quoted		
a) Investments in Mutual Funds at FVTPL		
HDFC low Duration Fund- Regular Plan - Growth (Mar 31, 2023 Nil Units; March 31, 2022 330889.446 Units)	-	154.90
b) Investment in Mutual Funds at FVTPL		
Bharat Bond FOF. (Mar 31, 2023 9652835.491 Units; March 31, 2022 Nil Units)	1,168.73	-
(2) Unquoted		
a) Investment in Debts fund at Amortised Cost		
Estee Advisors- I-Alpha	400.00	400.00
b) Investments in NBFC Corporate Deposit at Amortised Cost		
HDFC Ltd.	750.00	340.00
Total	2,318.73	894.90
Aggregate Market value of Quoted Investments	1,168.73	154.90
Aggregate Market value of Unquoted Investments	1,150.00	740.00
Total	2,318.73	894.90
Aggregate amount of impairment in value of investments	-	-

10 (ii) Trade Receivables

Particulars	As At March 31, 2023	As At March 31, 2022
Trade Receivables	595.68	578.88
Receivables from Related Party	-	-
Break up of Trade Receivables :		
Secured	-	-
Unsecured - Considered Good	595.68	578.88
Trade Receivables which has significant increase in Credit Risk	-	-
Trade Receivables -Credit Impaired	6.32	5.23
Total	602.00	584.11
Less : Impairment Allowance for doubtful debts	(6.32)	(5.23)
Net Trade Receivables	595.68	578.88

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Notes to the Financial Statements for the year ended March 31, 2023

Trade Receivables Ageing as at March 31, 2023

(All amount stated in Rs Lakhs except wherever stated otherwise)

Particular	Not Due	O/s from the due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 Year	2-3 Year	More than 3 year	
i) Undisputed Trade Receivable - Considered Good	433.85	143.13	18.70	-	-	-	595.68
ii) Undisputed Trade Receivable - which have significant increase in Credit Risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivable - Credit Impaired	-	0.92	0.90	-	0.40	-	2.21
iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivable - which have significant increase in Credit Risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivable - Credit Impaired	-	-	-	-	4.10	-	4.10
Total	433.85	144.05	19.60	-	4.50	-	602.00
Less : Impairment Allowance for doubtful debts							(6.32)
Net Trade Receivables							595.68

Trade Receivables Ageing as at March 31, 2022

(All amount stated in Rs Lakhs except wherever stated otherwise)

Particular	Not Due	O/s from the due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 Year	2-3 Year	More than 3 year	
i) Undisputed Trade Receivable - Considered Good	399.47	174.92	0.08	4.41	-	-	578.88
ii) Undisputed Trade Receivable - which have significant increase in Credit Risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivable - Credit Impaired	-	0.65	0.08	0.40	-	-	1.13
iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivable - which have significant increase in Credit Risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivable - Credit Impaired	-	-	-	4.10	-	-	4.10
Total	399.47	175.57	0.16	8.91	-	-	584.11
Less : Impairment Allowance for doubtful debts							(5.23)
Net Trade Receivables							578.88

10 (iii) Cash and Cash Equivalents (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	As At March 31, 2023	As At March 31, 2022
Cash and Cash Equivalents		
Cash on hand	0.31	0.31
Cheques on hand	-	-
Balances with banks		
In Current Accounts	6.13	2.32
Fixed Deposit with Original Maturity less than 3 Months	-	125.00
Cash and Cash Equivalents in Balance Sheet	6.44	127.63

10 (iv) Bank Balances Other than Cash and Cash Equivalents

Particulars	As At March 31, 2023	As At March 31, 2022
Fixed Deposit with less than 12 months maturity from reporting date	527.63	519.65
Fixed Deposit with less than 12 months maturity from reporting date*	31.07	28.72
Earmarked - Gratuity Repayment Account	0.11	0.10
Total	558.81	548.47

*Pledged with banks towards bank guarantee issued

10 (v) Loan

Particulars	As At March 31, 2023	As At March 31, 2022
Other Loans and Advances		
Employee Advances	7.38	6.00
Total	7.38	6.00

10 (vi) Other financial assets

Particulars	As At March 31, 2023	As At March 31, 2022
Considered good unless stated otherwise - Measured at Amortised Cost		
Accrued Interest	16.47	7.50
Security Deposits	9.05	-
Total	25.52	7.50

11 Current Tax Assets (net)

Particulars	As At March 31, 2023	As At March 31, 2022
Advance Income tax / Tax Deducted at Source	3.72	74.90
Total	3.72	74.90

12 Other Current Assets

Particulars	As At March 31, 2023	As At March 31, 2022
Considered good unless stated otherwise		
Interest receivable from government authorities	-	12.26
Deposit Under Protest With Govt Dept. (Note No -33)	0.78	0.51
Advances to Suppliers	20.23	33.87
Prepaid Expenses	41.05	21.81
Total	62.06	68.45

(All amount stated in Rs Lakhs except wherever stated otherwise)

13 Equity Share Capital

Particulars	Nos.		As At March	
		As At March 31, 2023		As At March 31, 2022
Authorised Share Capital	50,00,000	500.00	50,00,000	500.00
Total Authorised Share Capital	50,00,000	500.00	50,00,000	500.00
Issued Share Capital	36,96,000	369.60	36,96,000	369.60
Total Issued Share Capital	36,96,000	369.60	36,96,000	369.60
Subscribed & Fully Paid up Share Capital	36,96,000	369.60	36,96,000	369.60
Total subscribed and fully paid up share capital	36,96,000	369.60	36,96,000	369.60

(a) Reconciliation of Shares outstanding at the beginning and at the end of the reporting period

Issued Share Capital

Equity Shares

Particulars	Equity Share (No. of Shares)		Equity Share (Value of Shares)	
	As At March 31, 2023	As At March 31, 2022	As At March 31, 2023	As At March 31, 2022
Share outstanding at beginning of year	36,96,000	36,96,000	369.60	369.60
Changes in equity share capital during the current year	-	-	-	-
Share outstanding at end of year	36,96,000	36,96,000	369.60	369.60

Subscribed & Paid up

Equity Shares

Particulars	Equity Share (No. of Shares)		Equity Share (Value of Shares)	
	As At March 31, 2023	As At March 31, 2022	As At March 31, 2023	As At March 31, 2022
Share outstanding at beginning of year	36,96,000	36,96,000	369.60	369.60
Changes in equity share capital during the previous year	-	-	-	-
Share outstanding at end of year	36,96,000	36,96,000	369.60	369.60

(b) Terms/ rights attached to Equity shares

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding. There is no restriction on distribution of dividend. However, same except interim dividend is subject to the approval of the shareholders in the Annual General Meeting.

(c) Shares held by holding Company

Name of shareholder	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares held	Percentage of holding	Number of Shares held	Percentage of holding
Oriental Carbon and Chemicals Limited (OCCL)	18,48,500	50.01%	18,48,500	50.01%

(d) Details of shareholders holding more than 5% shares in the Company

Equity Shares

(All amount stated in Rs Lakhs except wherever stated otherwise)

Name of shareholder	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares held	Percentage of holding	Number of Shares held	Percentage of holding
Oriental Carbon and Chemicals Limited (OCCL)	18,48,500	50.01%	18,48,500	50.01%
Cosmopolitan Investments Ltd	9,05,336	24.50%	9,05,336	24.50%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

- (e) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.- Nil
- (f) No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.
- (g) No securities convertible into Equity/ Preference shares have been issued by the Company during the year.
- (h) No calls are unpaid by any Director or Officer of the Company during the year.
- (i) Share held by promoters at the end of the year 31.03.2023

S No.	Promoter Name	No of Shares	% of total Shares	% Change during the year
1	Oriental Carbon and Chemicals Limited (OCCL)	18,48,500	50.01%	No change
2	Cosmopolitan Investments Ltd	9,05,336	24.50%	No change
3	Duncan International (I) Ltd.	2,019	0.05%	No change
	Total	27,55,855	74.56%	

Share held by promoters at the end of the year 31.03.2022

S No.	Promoter Name	No of Shares	% of total Shares	% Change during the year
1	Oriental Carbon and Chemicals Limited (OCCL)	18,48,500	50.01%	No change
2	Cosmopolitan Investments Ltd	9,05,336	24.50%	No change
3	Duncan International (I) Ltd.	2,019	0.05%	No change
	Total	27,55,855	74.56%	

Share held by promoters at the end of the year 31.03.2021

S No.	Promoter Name	No of Shares	% of total Shares	% Change during the year
1	Oriental Carbon and Chemicals Limited (OCCL)	18,48,500	50.01%	No change
2	Cosmopolitan Investments Ltd	9,05,336	24.50%	No change
3	Duncan International (I) Ltd.	2,019	0.05%	No change
	Total	27,55,855	74.56%	

14 Other Equity (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	As At March 31, 2023	As At March 31, 2022
(I) Reserves & Surplus		
(a) Capital Reserve (Refer Note 14.1)		
Balance at the beginning of the Financial year	382.06	382.06
	382.06	382.06
(b) General Reserve (Refer Note 14.2)		
Balance at the beginning of the Financial year	660.32	660.32
	660.32	660.32
(c) Retained Earnings (Refer Note 14.3)		
Balance at the beginning of the Financial year	2,278.74	1,654.27
Add : Profit / (loss) for the year	990.35	624.47
	3,269.09	2,278.74
Total (I)	4,311.47	3,321.12
(II) Other Comprehensive Income (Refer Note 14.4)		
Balance at the beginning of the Financial year	(23.85)	(28.13)
Add :-Remeasurement Gain or (Loss) on Defined Benefit Plans (Net of Tax)	(16.18)	4.28
Total (II)	(40.03)	(23.85)
TOTAL OTHER EQUITY (I + II)	4,271.44	3,297.27

Dividend distribution proposed

Particulars	As At March 31, 2023	As At March 31, 2022
Proposed dividends on equity shares:		
Final dividend for the year ended on March 31, 2023: Rs. 1.00 per share (March 31, 2022: Rs. Nil per share) subject to approval of shareholders in the ensuing Annual General Meeting and not recognised as liability in the Financials .	36.96	-
	36.96	-

14.1 Capital Reserve

The Company pursuant to the scheme of amalgamation acquired Associated Polymers Ltd (100% Subsidiary) with effect from 1st April 2012.

As per the accounting treatment of the scheme of amalgamation approved by the Jurisdictional High Court ,Mumbai the differential amount between the carrying value of investments and net assets acquired from the transferor companies has been accounted as Capital reserve.

14.2 General Reserve

General reserve represents the statutory reserve, this is in accordance with Indian Corporate Law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer the amount before a company can declare dividend. However under Companies Act , 2013, transfer of any amount to general reserve is at the discretion of the Company.

14.3 Retained Earnings

Retained earnings represents undistributed profits of the Company which can be distributed to its equity shareholders in accordance with the requirement of the Companies Act, 2013.

14.4 Other Comprehensive Income

Remeasurement of the defined benefit liability/ (asset) comprises actuarial gain and losses and return on plan assets.

15 Non current financial liabilities

15 (i) Borrowings

Particulars	As At March 31, 2023	As At March 31, 2022
Vehicle Loans from Banks (Secured) *	17.60	29.64
Less Current maturities disclosed under current financial liabilities (Refer Note 18(i))	(6.40)	(8.13)
Total	11.20	21.51

* Vehicle Loans as at Mar 31, 2023 secured by the hypothecation of the specific vehicles. The loans are repayable in equated monthly instalments in accordance with terms and conditions of loan agreement. The period of loan is 5 years with fixed interest rate ranges from 9.01% to 9.81% .The loan will be fully paid in F/Y 2026-27 .

15 (ii) Lease liability (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	As At March 31, 2023	As At March 31, 2022
Lease Liability (Refer Note No. 41)	33.86	42.29
Total	33.86	42.29

15 (iii) Others financial liabilities

Particulars	As At March 31, 2023	As At March 31, 2022
Trade deposits	6.70	9.35
Total	6.70	9.35

16 Non current provisions

Particulars	As At March 31, 2023	As At March 31, 2022
Provision for Employee Benefits		
Leave Encashment	56.79	44.87
Total	56.79	44.87

17 Deferred tax liabilities (Net)

Particulars	As At March 31, 2023	As At March 31, 2022
Deferred Tax Liability (Refer Note no. 29c & 29d)	60.26	-
Total	60.26	-

18 Current financial liabilities

18 (i) Borrowings

Particulars	As At March 31, 2023	As At March 31, 2022
Secured : Loans Repayable on Demand		
Cash credit from Banks		
Kotak Bank*	88.64	40.10
Current maturities of Vehicle Loans	6.40	8.13
Total	95.04	48.23

* Cash credit was secured by primary first exclusive charge on the current assets of the Company and collateral charge on the tangible movable/ immovable property, plant & equipment of the company at Ranjangaon, Pune .

18 (ii) Lease liability

Particulars	As At March 31, 2023	As At March 31, 2022
Lease Liability (Refer Note No. 41)	8.43	7.00
Total	8.43	7.00

18 (iii) Trade payables

Particulars	As At March 31, 2023	As At March 31, 2022
Amount Due to Related Parties (Refer Note 39)	-	0.03
Total outstanding dues of Micro enterprises and Small enterprises (Refer Note No 34)	282.41	254.67
Total outstanding dues of creditors other than micro enterprises and small enterprises	449.27	414.23
Total	731.68	668.93

The Company's exposure to currency and liquidity risk related to trade payables is disclosed in note 38.

Trade Payables Ageing as at March 31, 2023 (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	Outstanding for following periods from due date of payments					Total
	Not Due	Less than 1 year	1-2 Year	2-3 Year	More than 3 year	
(i) MSME	282.41	-	-	-	-	282.41
(ii) Others	430.60	18.67	-	-	-	449.27
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	713.01	18.67	-	-	-	731.68

Trade Payables Ageing as at March 31, 2022

Particulars	Outstanding for following periods from due date of payments					Total
	Not Due	Less than 1 year	1-2 Year	2-3 Year	More than 3 year	
(i) MSME	254.67	-	-	-	-	254.67
(ii) Others	362.99	51.27	-	-	-	414.26
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	617.66	51.26	-	-	-	668.93

18 (iv) Other financial liabilities

Particulars	As At March 31, 2023	As At March 31, 2022
Other current liabilities	-	3.25
Creditors for capital goods - Micro enterprises and Small enterprises	9.53	5.43
Creditors for capital goods	4.14	4.49
Provision for employee liabilities (Back Wages)*	175.58	175.58
Employee related financial liabilities @	257.12	210.24
Total	446.37	398.99

@ Includes dues to Executive Directors Rs.66.93 Lakhs (Previous year Rs. 44.64 Lakhs)

*** Note :**

The company closed its ABU division in the year 2016 and erstwhile employee of the company filed the case against the company for wrongful dismissal and demanded reinstatement with back wages. In the financial year 2019-20, Company has made the provision of Rs. 175.58 Lakhs as per order received from 2nd Labour court, pune, subsequently the company filed a writ petition before Hon'ble Mumbai High Court for stay on the order of the 2nd Labour Court, Pune. During financial year 2021-22, based on order of Hon'ble Mumbai High Court, the company paid the back wages of Rs. 64.20 Lakhs from the date of dismissal up to the date of closure of ABU division, i.e, Aug 2016 and same were booked as expense in the financial statement. The case is sub-judice and management is of the view that the provision of Rs. 175.58 lakhs as carrying in the financials is sufficient for any future liability which may arise on the company.

(All amount stated in Rs Lakhs except wherever stated otherwise)

Movement in provision during the period are set out below:			
Particulars	As At March 31, 2023	As At March 31, 2022	
Opening balance at the beginning of the year	175.58	175.58	
Add :- Charged to profit or loss	-	64.20	
Less :- Amounts paid during the year	-	64.20	
Closing Balance	175.58	175.58	
19 Other Current Liabilities			
Particulars	As At March 31, 2023	As At March 31, 2022	
Advance received from Customers	78.34	127.87	
Sales Tax Differential Liability	-	5.99	
Statutory dues payable	97.73	44.86	
Total	176.07	178.72	
20 Provision (Current)			
Particulars	As At March 31, 2023	As At March 31, 2022	
Leave Encashment	8.81	3.70	
Gratuity	31.79	12.48	
Provision for Warranty*	7.01	5.26	
Total	47.61	21.44	
* Note			
Provision for Warranty			
Opening balance at the beginning of the year	5.26	4.95	
Addition during the year	7.01	5.26	
Utilised during the year	5.26	4.95	
Closing Balance	7.01	5.26	
21 Revenue from Operations			
Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	
(a) Sale of products	7,002.38	5,572.23	
(b) Other Operating Revenue			
Scrap Sales	7.14	4.58	
Revenue From Operations (Net)	7,009.52	5,576.81	

A) Nature of goods and services

The following is a description of principal activities separated by reportable segments from which the Company generates its revenue :

The Company is primarily engaged in the manufacturing/ assembling of fluid power and automation products and generates revenue from the sale of these products and the same is only the reportable segment of the Company.

B) Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical market, major product lines and timing of revenue recognition:

(All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
i) Primary Geographical Markets		
Within India	6,875.24	5,385.32
Outside India	134.28	191.49
Total	7,009.52	5,576.81
ii) Major Products		
Hydraulic and Pneumatic Equipment		
Domestic -	6,875.24	5,385.32
Exports -	134.28	191.49
Total	7,009.52	5,576.81
iii) Timing of Revenue		
At a point in time	7,009.52	5,576.81
Over time	-	-
Total	7,009.52	5,576.81
iv) Contract Duration		
Long Term	-	-
Short Term	7,009.52	5,576.81
Total	7,009.52	5,576.81

(C) Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Trade Receivables (Gross)	602.00	584.11
Contract Liabilities		
Advance from customers (Refer Note No.19)	78.34	127.87

(D) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Revenue as per Contracted Price	7,018.22	5,630.66
Adjustments		
Discount	8.71	53.85
Revenue from Contracts with Customers	7,009.52	5,576.81

22 Other Income (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Interest Income :		
Deposit	57.90	37.03
Others	33.07	4.32
Provision for Doubtful Debts Written Back	-	0.09
Provision no longer Required written back	14.32	10.20
Advance Received Written Back	0.18	-
Net gain on Foreign currency translations and transactions	-	2.86
Net Gain or (Loss) on FVTPL Current Investments (Net of Tax)	18.73	4.55
Profit On Redemption / Maturity of Current Investment (Net)	24.41	1.88
Total	148.61	60.93

23 Cost of materials consumed

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Hydraulic and Pneumatic Equipment	3,675.95	3,117.47
Packing material consumed	106.99	90.84
Total	3,782.94	3,208.31

24 Changes In Inventories of Finished Goods and Work In Progress

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Inventories at the beginning of the Financial year		
Finished Goods	285.64	163.30
Work in Progress	63.35	48.74
Scrap	1.46	-
	350.45	212.04
Inventories at the end of the Financial year		
Finished Goods	248.29	285.64
Work in Progress	70.10	63.35
Scrap	-	1.46
	318.39	350.45
Total	32.06	(138.41)

25 Employee benefit Expenses

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Salaries, wages and bonus	1,072.34	969.10
Contribution to provident & other funds [Refer Note 35]	60.99	59.55
Gratuity [Refer Note 35]	16.82	17.21
Long term compensated absences [Refer Note 35]	27.95	21.18
Employees welfare expenses	28.30	32.93
Total	1,206.40	1,099.97

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26 Finance Cost (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Interest on financial liabilities measured at amortised cost	12.52	9.51
Interest on Lease Obligations	3.89	0.71
Interest on Micro & Small Enterprises	-	0.48
Interest on Income Tax	0.01	6.22
Total	16.42	16.92

27 Depreciation and Amortisation Expenses

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Depreciation on Property, Plant and Equipment	129.19	110.98
Depreciation of Right of use assets	12.23	3.30
Amortisation of Intangible Assets	5.73	4.70
Total	147.15	118.98

28 Other Expenses

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
General Stores and Spare Consumed	57.03	39.74
Power and Fuel	32.46	27.41
Water Charges	4.99	4.89
Rent	32.37	-
Rates and Taxes	22.49	31.81
Insurance	35.75	31.28
Repairs and Maintenance :		
Plant & Machinery	17.05	12.80
Buildings	15.62	6.50
Others	27.86	18.91
Freight & Forwarding	19.05	14.95
Commission and Discount	4.85	1.41
Travelling Expenses	124.76	78.67
Legal & Professional charges	41.24	74.74
Business promotion	0.83	4.18
Provision for doubtful debts	1.08	-
Loss on sale/discard of property, plant & equipment (Net)	6.66	3.08
Net Foreign Exchange Differences	2.20	-
Bad Debts written off	0.26	0.76
Directors' Sitting Fees	11.70	10.70
CSR Expenses [Refer Note 28(b)]	10.52	-
Auditor's Remuneration [Refer Note 28(a)]	12.47	10.68
Advances /others written-off	-	0.62
Miscellaneous expenses	199.20	111.38
Total	680.44	484.51

a. Auditors' Remuneration (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Audit Fees	10.35	9.00
Certificates & other matters For Tax Audit	1.73	1.50
Certificates & other matters Reimbursement of expenses (out of pocket expenses)	0.40	-
Total	12.47	10.68

b. Amount Spent On CSR Activites

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
a) Gross amount required to be spent by the Company during the year	10.32	-
b) Amount of Expenditure incurred	10.52	-
c) Shortfall at the end of the year	-	-
d) Total of previous years shortfall	-	-
e) Reason for the shortfall	-	-
f) Nature of CSR activities		
i) Promoting Education (Clause no 2 of SCH VII of Companies Act 2013)	3.83	-
ii) Promoting health care, sanitation & making available safe drinking water (Clause no 1 of SCH VII of Companies Act 2013)	6.69	-
Total (f)	10.52	-
g) Details of related party transactions - contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	-	-
h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	-	-

29 Income Tax Expenses

(a) Income tax recognised in Profit and Loss

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Current tax expense		
Current tax on profits for the year	12.20	0.47
Less: MAT Credit Entitlement	-	-
Adjustment in respect of income tax of previous years	(21.56)	6.25
Deferred Tax	311.73	216.28
Income tax charged to profit and loss	302.37	223.00

(All amount stated in Rs Lakhs except wherever stated otherwise)

b) Reconciliation of tax expenses and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022 .

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Accounting profit before tax	1,292.72	847.47
Tax at India's statutory income tax rate @ 25.168% (Previous year- 25.168%)	325.35	213.29
Adjustment for Tax Purposes:		
Difference in book depreciation & amortisation and depreciation and amortisation as per Income Tax Act, 1961	(0.78)	(0.56)
43B Items	0.47	(8.92)
Items not deductible (Net)	0.82	3.75
Unabsorbed depreciation / bought forward loss set off against current year profit	(307.71)	(205.57)
Others (Net)	(5.97)	(1.52)
Current Tax Expenses	12.20	0.47
Tax adjustment for Earlier years	(21.56)	6.25
Deferred Tax expenses reported in the Statement of profit and loss	311.73	216.28
Income tax charged to profit and loss	302.37	223.01

The effective income tax rate for the year ended march 31, 2023 is 25.06% & march 31, 2022 is 25.58%.

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Deferred Tax Expense / (Income) relates to the following:		
Depreciation and amortisation expenses	2.75	0.92
Investment	3.48	1.14
Provision for Leave Encashment	(4.29)	(2.83)
Disallowance u/s 43B of the Income Tax Act, 1961	(7.39)	-
Provision towards GST / Sales Tax Liability	-	6.40
Provision towards Gratuity	3.14	(0.98)
Provision towards Unpaid Wages	-	0.00
Lease Rent Payment As Per IND AS 116	(0.71)	-
Provision for Doubtful Debts	(0.27)	(1.32)
Unabsorbed depreciation / loss carried forward as per provisions of the Income Tax Act, 1961	315.03	212.95
Deferred Tax Expense / (Income)	311.73	216.28
Deferred Tax Expense / (Income) recognised in Other Comprehensive Income	(13.46)	-
Total Deferred Tax Expense / (Income)	298.27	216.28

(c) Deferred Tax Assets, Net (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Deferred tax asset and liabilities are attributable to the following:		
Deferred Tax Liability		
Depreciation and amortisation expenses	139.40	136.66
Investment	4.71	1.23
Total (A)	144.12	137.89
Deferred Tax Asset		
Provision for Leave Encashment	16.51	12.22
Disallowance u/s 43B of the Income Tax Act, 1961	7.39	-
Provision towards Gratuity	-	3.14
Provision towards Unpaid Wages	44.19	44.19
Provision for Doubtful Debts	1.59	1.32
Lease Rent Payment As Per IND AS 116	0.71	-
Unabsorbed depreciation / loss carried forward as per provisions of the Income Tax Act, 1961	-	315.03
Total (B)	70.40	375.90
Net Difference	73.72	(238.01)
Deferred Tax (Asset) / Liability for the Year	73.72	(238.01)

(d) Deferred Tax (Asset) / Liability related to items recognised in OCI during the year

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Remeasurement on defined Benefit Plans	(13.46)	-
FVTOCI Non Current Investments	-	-

30 Amounts recognised in other comprehensive income

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Remeasurements of defined benefit liability	(29.65)	4.28
Income Tax on the above item	13.46	-
Total	(16.19)	4.28

31 Basic and Diluted Earnings per share :

The company reports basic and diluted earnings per equity share in Accordance with Indian Accounting Standard '33', 'Earnings per share'. Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity share outstanding during the year. There is no diluted earning per share as there are no dilutive potential equity shares.

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
(a) Net Profit for Basic & Diluted EPS	990.35	624.47
(b) Number of Equity Shares at the beginning of the year	36,96,000	36,96,000
(c) Earning Per Share - Basic & Diluted (Rs.)	26.80	16.90
(d) Face value per share (Rs.)	10.00	10.00

32 Capital Commitment (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	As At March 31, 2023	As At March 31, 2022
Estimated amount of Contracts remaining to be executed on capital account and not provided for (Advance paid Rs. 0.65 Lakhs (Previous year Rs. 28.92 Lakhs)) (Net of advances)	3.68	54.44

33 Contingent Liabilities

Particulars	As At March 31, 2023	As At March 31, 2022
(a) Claims against the company not acknowledged as debt		
Excise Duty (Deposited Rs. Nil Lakhs; Previous year Rs. Nil Lakhs) (Gross)	28.50	28.50
Service Tax (Deposited Rs. 0.51 Lakhs; Previous year Rs. 0.51 Lakhs) (Gross)	15.43	15.43
Goods and Service Tax (Deposited Rs. 0.27 Lakhs; Previous year Rs. Nil Lakhs) (Gross)	5.50	-
Other matters, MIDC issued notice dated 23rd of Oct 2020, directing company to deposit differential amount for affecting change of name of the company in MIDC records under the reason that change in the share holding pattern of the company. (Deposited Rs. Nil Lakhs; Previous year Rs. Nil Lakhs) (Gross)	53.94	53.94
(b) Bank Guarantees given to various Govt authorities/ others (Gross)	26.69	44.23
(c) Statutory bonus liabilities pursuant to the retrospective amendment in the Bonus Act, 1965 for financial year 2014-15 has not been provided considering stay orders of Hon'ble Kerala High Court & Karnataka High Court.	30.36	30.36

The Company is hopeful of favourable decision and expect no outflow of resources, hence no provision is made in the books of account.

34 Dues to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As At March 31, 2023	As At March 31, 2022
(a) Principal amount and the interest due remaining unpaid at the end of the accounting year		
- Principal	291.94	260.10
- Interest due there on	-	-
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		
- Financial Year 2022-23	-	-
- Financial Year 2021-22	-	0.48
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-

(All amount stated in Rs Lakhs except wherever stated otherwise)

(d)	The amount of interest accrued and remaining unpaid at the end of each accounting year		
	- Financial Year 2022-23	-	-
	- Financial Year 2021-22	-	-
(e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company. Interest Liability is computed based on the date of receipt of Intimation from the vendors.

Note 35

1 Gratuity

Employee Benefits

As per Ind AS 19 Employee Benefits, the Company participates in defined contribution and benefit schemes, the assets of which are held (where funded) in separately administered funds. For defined contribution schemes the amount charged to the statements of profit or loss is the total of contributions payable in the year.

(a) Defined Contribution Plans

Amount recognized as an expense and included "Contribution to Provident and Other Funds" Rs 60.99 Lakhs (Previous year Rs 59.55 Lakhs).

(b) Gratuity

Amount recognized as an expense and included in Note No. 25 Item "Gratuity" Rs. 16.82 Lakhs (Previous year Rs. 17.21 Lakhs) includes Rs. 16.82 Lakhs (Previous year Rs. 15.96 Lakhs) on account of Actuarial valuation.

(c) Defined benefits plans

The following table sets out the status of gratuity plan as required under Ind As-19

Particulars	As At March 31, 2023	As At March 31, 2022
Reconciliation of present value of defined Benefit Obligation		
I. Change in present value of obligation during the year		
obligation at the beginning of the year	107.04	89.96
Transfer In	-	3.73
Current Service Cost	15.17	13.54
Interest Cost	7.57	6.18
Actuarial losses/(gains) arising from:		
Experience Judgement	(0.44)	0.49
Demographic Judgement	14.91	
Financial assumption	14.80	(4.78)
Benefits Paid	(6.82)	(2.08)
obligation at the end of year	152.23	107.04
Reconciliation of present value of Plan assets		
II. Change in Fair Value of Plan Assets during the year		
Plan assets at the beginning of the year, at Fair Value	94.56	81.37
Interest Income on Plan Assets	7.65	5.91
Return on plan assets	(0.38)	(0.01)
Contribution	27.16	10.66
Mortality Charges and Taxes	(1.73)	(1.30)
Benefits paid	(6.82)	(2.08)
Plan assets at the end of the year, Fair Value	120.44	94.56
Net Defined Benefit Liability	31.79	12.48

(All amount stated in Rs Lakhs except wherever stated otherwise)

III	Particulars	As At March 31, 2023	As At March 31, 2022
	Reconciliation of Present value of Defined Benefit Obligation and Fair Value of Plan Assets		
	1. Present Value of obligation as at year-end	152.23	107.04
	2. Fair value of plan assets at year -end	120.44	94.56
	3. Funded status {Surplus/ (Deficit)}	(31.79)	(12.48)
	Net Defined Benefit Liability	(31.79)	(12.48)
IV	Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	Expenses recognised in the Statement of Profit and Loss		
	1. Current Service Cost	15.17	13.54
	2. Transfer In	-	0.86
	3. Paid against back wages	-	1.24
	4. Interest Cost	7.57	6.18
	5. Interest Income	(7.65)	(5.91)
	6. Mortality Charges and Taxes	1.73	1.30
	Total Expense	16.82	17.21
V	Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	Remeasurement recognised in the Statement of Other Comprehensive Income		
	1. Net Actuarial (Gain)/Loss	29.27	(4.29)
	2. Expected return on plan assets excluding interest income	0.38	0.01
	Total Expense	29.65	(4.28)
VI	Particulars	As At March 31, 2023	As At March 31, 2022
	Bifurcation of Present value obligation at the end of the year		
	1. Current Liability	31.79	12.48
	2. Non-Current Liability	120.44	94.56

(All amount stated in Rs Lakhs except wherever stated otherwise)

VII	Particulars	As At	As At
		March 31, 2023	March 31, 2022
	Experience Adjustment		
	Present Value of obligation	152.23	107.04
	Fair value of Plan assets	120.44	94.56
	Net Asset/(Liability)	(31.79)	(12.48)
	Actuarial (Gain)/Loss on plan obligation	29.27	(4.29)
	Actuarial Gain/(Loss) on plan assets	0.38	0.01

VIII	Particulars	As At	As At
		March 31, 2023	March 31, 2022
	Constitution of Plan Assets		
	LIC of India	120.44	94.56

IX	Particulars	For the Year Ended	For the Year Ended
		March 31, 2023	March 31, 2022
	Actuarial Assumptions		
	1. Discount Rate	7.50%	7.30%
	2. Mortality Table	IALM 12-14	IALM 12-14
	3. Salary Escalation	7.00%	5.00%
	4. Rate of Return on Plan Assets	7.30%	6.90%
	5. Expected Average remaining working lives of employees in number of Years	16.77	16.81
	6. Turnover Rate	9% Per Annum	2% Per Annum

A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

X	Particulars	As At March 31, 2023		As At March 31, 2022	
		Increase	Decrease	Increase	Decrease
	Sensitivity Analysis				
	Discount rate (1% movement)	(9.85)	11.22	(10.57)	12.65
	Future salary growth (1% movement)	9.42	(8.65)	11.81	(10.08)
	Employee turnover (1% movement)	0.39	(0.44)	2.59	(2.94)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

2 Long Term Compensatory Absences (All amount stated in Rs Lakhs except wherever stated otherwise)

(a) Other Long-Term Benefits

Amount recognized as an expense and included in Note No. 25 Item "Long Term Compensated Absences" Rs. 27.95 Lakhs (Previous year Rs. 21.18 Lakhs) includes Rs. 27.95 Lakhs (Previous year Rs. 16.38 Lakhs) on account of Actuarial valuation .

(b) Defined benefits plans

The following table sets out the status of Leave Encashment plan:

Particulars	As At March 31, 2023	As At March 31, 2022
Reconciliation of present value of defined Benefit Obligation		
I Change in present value of obligation during the year		
Obligation at the beginning of the year	48.57	37.32
Transfer In	-	2.57
Current Service Cost	9.64	8.15
Interest Cost	3.15	2.38
Actuarial losses/(gains) arising from:		
Experience Judgement	6.68	6.93
Demographic Judgement	1.99	-
Financial assumption	6.49	(2.15)
Benefits Paid	(10.92)	(6.63)
Obligation at the end of year	65.60	48.57
II		
Particulars	As At March 31, 2023	As At March 31, 2022
Reconciliation of Present value of Defined Benefit Obligation and Fair Value of Plan Assets		
1. Present Value of obligation as at year-end	65.60	48.57
2. Non-Funded status {Surplus/ (Deficit)}	(65.60)	(48.57)
Net Defined Benefit Liability	(65.60)	(48.57)
III		
Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Expenses recognised in the Statement of Profit and Loss		
1. Current Service Cost	9.64	8.15
2. Transfer In	-	1.08
3. Paid against back wages	-	4.79
4. Interest Cost	3.15	2.38
5. Remeasurements on obligation - (Gain) / Loss	15.16	4.78
Total Expense	27.95	21.18
IV		
Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Bifurcation of Present value obligation at the end of the year		
1. Current Liability	8.81	3.70
2. Non-Current Liability	56.79	44.87

(All amount stated in Rs Lakhs except wherever stated otherwise)

V. Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Experience Adjustment		
Present Value of obligation	65.60	48.57
Net Asset/(Liability)	(65.60)	(48.57)
Actuarial (Gain)/Loss on plan obligation	-	-

VI. Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Actuarial Assumptions		
1. Discount Rate	7.5%	7.3%
2. Mortality Table	IALM 12-14	IALM 12-14
3. Salary Escalation	7.0%	5.0%
4. Expected Average remaining working lives of employees in number of Years	16.77	16.81
5. Turnover Rate	9% Per Annum	2% Per Annum

A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

VII Particulars	As At March 31, 2023		As At March 31, 2022	
	Increase	Decrease	Increase	Decrease
Sensitivity Analysis				
Discount rate (1% movement)	(4.31)	4.87	(4.80)	5.66
Future salary growth (1% movement)	4.20	(3.80)	5.22	(4.52)
Employee turnover (1% movement)	4.74	(5.27)	7.12	(8.20)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Note 36

Capital Management

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both short term and long term.

Particulars	As At March 31, 2023	As At March 31, 2022
Non-current borrowings (note no.15 (i))	11.20	21.51
Current borrowings Including current maturities (note no.18 (i))	95.04	48.23
Total debt	106.24	69.74
Total equity (note no.13 & 14)	4,641.04	3,666.87
Net debt to equity ratio	0.02	0.02
Long term debt equity ratio	0.00	0.01

Note 37

(All amount stated in Rs Lakhs except wherever stated otherwise)

Disclosure on Financial Instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 to the financial statements

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard

Financial instruments – Fair values and risk management

Accounting classification and fair value

The following table shows the carrying amount and fair value of financial assets and financial liabilities:

A. Financial instruments by category

Particulars	Note No	Fair Value			March 31, 2023		
		Hierarchy	FVTPL	FVTOCI	Fair Value	Amortised Cost	Carrying Value
Financial Assets							
Non-current Assets							
Loans	6(i)	Level 3	-	-	-	2.69	2.69
Other Financial Assets	6(ii)	Level 3	-	-	-	10.43	10.43
Current Assets							
Investments	10(i)	Level 1	1,168.73	-	-	-	1,168.73
Investments	10(i)	Level 3	-	-	-	1,150.00	1,150.00
Trade receivables	10(ii)	Level 3	-	-	-	595.68	595.68
Cash and cash Equivalents	10(iii)	Level 3	-	-	-	6.44	6.44
Bank balance other cash and cash equivalents	10(iv)	Level 3	-	-	-	558.81	558.81
Loans and Advances	10(v)	Level 3	-	-	-	7.38	7.38
Other Financial Assets	10(vi)	Level 3	-	-	-	25.52	25.52
TOTAL			1,168.73	-	-	2,356.95	3,525.68
Financial Liabilities							
Non-current Liabilities							
Borrowings	15(i)	Level 3	-	-	-	11.20	11.20
Lease Liability	15(ii)	Level 3	-	-	-	33.86	33.86
Other financial Liabilities	15(iii)	Level 3	-	-	-	6.70	6.70
Current liabilities							
Borrowings	18(i)	Level 3	-	-	-	95.04	95.04
Lease Liability	18(ii)	Level 3	-	-	-	8.43	8.43
Trade payables	18(iii)	Level 3	-	-	-	731.68	731.68
Other financial liabilities	18(iv)	Level 3	-	-	-	446.37	446.37
TOTAL						1,333.28	1,333.28

(All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	Note No	Fair Value			March 31, 2022		
		Hierarchy	FVTPL	FVTOCI	Fair Value	Amortised Cost	Carrying Value
Financial Assets							
Non-current Assets							
Loans and Advances	6(i)	Level 3	-	-	-	3.42	3.42
Other Financial Assets	6(ii)	Level 3	-	-	-	11.45	11.45
Current Assets							
Investments	10(i)	Level 1	154.90	-	-	-	154.90
Investments	10(i)	Level 3	-	-	-	740.00	740.00
Trade receivables	10(ii)	Level 3	-	-	-	578.88	578.88
Cash and cash Equivalents	10(iii)	Level 3	-	-	-	127.63	127.63
Bank balance other cash and cash equivalents	10(iv)	Level 3	-	-	-	548.47	548.47
Loans and Advances	10(v)	Level 3	-	-	-	6.00	6.00
Other Financial Assets	10(vi)	Level 3	-	-	-	7.50	7.50
TOTAL			154.90	-	-	2,023.36	2,178.26
Financial Liabilities							
Non-current Liabilities							
Borrowings	15(i)	Level 3	-	-	-	21.51	21.51
Lease Liability	15(ii)	Level 3	-	-	-	42.29	42.29
Other financial Liabilities	15(iii)	Level 3	-	-	-	9.35	9.35
Current liabilities							
Borrowings	18(i)	Level 3	-	-	-	48.23	48.23
Lease Liability	18(ii)	Level 3	-	-	-	7.00	7.00
Trade payables	18(iii)	Level 3	-	-	-	668.93	668.93
Other financial liabilities	18(iv)	Level 3	-	-	-	398.99	398.99
TOTAL			-	-	-	1,196.30	1,196.30

The fair value of cash and cash equivalents, other bank balances, trade receivables, short term loans, current financial assets, trade payables, current financial liabilities and borrowings at their carrying amount.

Fair value hierarchy

The table shown above analysis financial instruments carried at fair value, by valuation method. The different levels have been defined below:

Level 1 This includes financial instruments measured using quoted prices.

Level 2 The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates.

Level 3 If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. There are no transfers between level 1, level 2 and level 3 during the year.

Note 38

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial risk factors

The Company's operational activities expose to various financial risks i.e. market risk, credit risk and risk of liquidity. The Company realizes that risks are inherent and integral aspect of any business. The primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange rate risk.

1 Credit risk

The Company evaluates the customer credentials carefully from trade sources before appointment of any distributor and only financially sound parties are appointed as distributors. The Company secures adequate deposits from its distributor and hence risk of bad debt is limited. The credit outstanding is sought to be limited to the sum of advances/deposits and credit limit determined by the company. The company have stop supply mechanism in place in case outstanding goes beyond agreed limits.

(a) Trade receivables:

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining security deposits/bank guarantee or other forms of credit insurance.

(All amount stated in Rs Lakhs except wherever stated otherwise)

ECL Movement :	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Opening Balance	5.23	5.33
Provision created during the year	1.09	-
Released during the year	-	0.10
Closing Balance	6.32	5.23

2 Liquidity risk

The Company determines its liquidity requirement in the short term and long term. The Company manage its liquidity risk in a manner so as to meet its financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. Besides, it generally has certain undrawn credit facilities which can be assessed as and when required; such credit facilities are reviewed at regular basis.

(a) Maturity Analysis for financial liabilities

The following are the remaining contractual maturities of financial liabilities as at 31st March 2023.

Particulars	On Demand	0 to 6 Months	More than 6 Months to 1 Year	More than 1 Year	Total
Non-derivative					
Trade payables	-	731.68	-	-	731.68
Borrowings	88.64	3.12	3.28	11.20	106.24
Other financial liabilities					
Trade Deposits	-	-	-	6.70	6.70
Lease Liability	-	4.07	4.36	33.86	42.29
Other Financial Liabilities	-	446.37	-	-	446.37
Total	88.64	1,185.24	47.64	51.76	1,333.28

The following are the remaining contractual maturities of financial liabilities as at 31st March, 2022

Particulars	On Demand	0 to 6 Months	More than 6 Months to 1 Year	More than 1 Year	Total
Non-derivative					
Trade payables	-	668.93	-	-	668.93
Borrowings	40.10	3.97	4.16	21.51	69.74
Other financial liabilities					
Trade Deposits	-	-	-	9.35	9.35
Lease Liability	-	2.81	4.19	42.29	49.29
Other Financial Liabilities	-	398.99	-	-	398.99
Total	40.10	1,074.70	8.35	73.15	1,196.30

3 Market risk (All amount stated in Rs Lakhs except wherever stated otherwise)

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

(i) Currency Risk

The Company Exposed to currency risks to the extent that there is mismatch between the currencies in which sales , purchase and borrowings are denominated in respective functional currency of the company. The company is not exposed to significant currency risks as majority of the transactions are primarily denominated in Indian Rupees, which is the nation currency of the India.

(a) Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to management is as follows

As at 31st March 2023

(1) The following table analysis foreign currency risk from financial instruments as of March 31, 2023:

Particulars	Currency	Foreign Currency	Amount
Financial Assets			
Trade receivables		-	-
Total		-	-

Particulars	Currency	Foreign Currency	Amount
Other Current Liability			
Advance From Customers		-	-
Total		-	-

Closing Exchange rates for Receivable

Currency	Ex.Rate
USD/INR	80.74
EURO/INR	87.56

(2) The following table analysis foreign currency risk from financial instruments as of March 31, 2023

Particulars	Currency	Foreign Currency	Amount
Financial liabilities			
Trade payables	USD	65,658.10	54.95
Trade payables	EURO	61,340.57	56.02
Total		1,26,998.67	110.97

Particulars	Currency	Foreign Currency	Amount
Other Current Assets			
Advances to Suppliers		-	-
Total		-	-

Closing Exchange rates for Receivable

Currency	Ex.Rate
USD/INR	83.69
EURO/INR	91.32

As at 31st March 2022

(All amount stated in Rs Lakhs except wherever stated otherwise)

(1) The following table analysis foreign currency risk from financial instruments as of March 31, 2022:

Particulars	Currency	Foreign Currency	Amount
Financial Assets			
Trade receivables	USD	55,204.47	41.72
Total		55,204.47	41.72

Particulars	Currency	Foreign Currency	Amount
Other Current Liability			
Advance From Customers	USD	3,916.40	2.96
Advance From Customers	EURO	5,378.50	4.51
Total		9,294.90	7.47

Closing Exchange rates for Receivable

Currency	Ex.Rate
USD/INR	75.57
EURO/INR	83.89

(2) The following table analysis foreign currency risk from financial instruments as of March 31, 2022

Particulars	Currency	Foreign Currency	Amount
Financial liabilities			
Trade payables	USD	60,593.70	45.91
Trade payables	EURO	26,338.70	22.15
Total		86,932.40	68.06

Particulars	Currency	Foreign Currency	Amount
Other Current Assets			
Advances to Suppliers	USD	11,183.49	8.47
Total		11,183.49	8.47

Closing Exchange rates for Payable

Currency	Ex.Rate
USD/INR	75.77
EURO/INR	84.09

(b) Foreign Currency Risk Sensitivity

A change in 5% of foreign currency would have following impact on Profit and Loss and Equity, net of Tax

(1) Trade Receivables and Other Current Assets

Particulars	Profit and Loss		Equity, Net of Tax	
	Strengthening	Weakening	Strengthening	Weakening
March 31, 2023				
USD (5% Movement)	-	-	-	-
March 31, 2022				
USD (5% Movement)	2.51	(2.51)	2.51	(2.51)

(2) Trade Payables and Other Current Liabilities (All amount stated in Rs Lakhs except wherever stated otherwise)

Particulars	Profit and Loss		Equity, Net of Tax	
	Strengthening	Weakening	Strengthening	Weakening
March 31, 2023				
USD (5% Movement)	(2.75)	2.75	(2.75)	2.75
EURO (5% Movement)	(2.80)	2.80	(2.80)	2.80
March 31, 2022				
USD (5% Movement)	(2.44)	2.44	(2.44)	2.44
EURO (5% Movement)	(1.33)	1.33	(1.33)	1.33

(ii) **Interest rate risk** is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. Such interest rate risk is actively evaluated and is managed through portfolio diversification and exercise of prepayment/refinancing options where considered necessary.

The Company is also exposed to interest rate risk on surplus funds parked in fixed deposits . To manage such risks, such investments are done mainly for short durations, in line with the expected business requirements for such funds.

(a) Exposure to interest rate risk

Particulars	31st March 2023	31st March 2022
Fixed Rate Instruments		
Financial Liabilities	17.60	29.64
Variable Rate Instruments		
Financial Liabilities	88.64	40.10
TOTAL BORROWINGS	106.24	69.74

(b) Interest rate Sensitivity

A Change in 50 bps in interest rate would have following impact on Profit and Loss and Equity, net of tax

Particulars	31st March 2023			31st March 2022		
	Impact on			Impact on		
	Sensitivity Analysis	Profit and Loss	Equity, Net of Tax	Sensitivity Analysis	Profit and Loss	Equity, Net of Tax
Variable Rate Borrowings						
Interest Rate Increase by	0.50%	(0.44)	(0.44)	0.50%	(0.20)	(0.20)
Interest Rate Decrease by	0.50%	0.44	0.44	0.50%	0.20	0.20

39 Related party disclosure, as required by Indian Accounting Standard-24, is as below:

(A) Name of Related Party and Description of Relationship

(i) Holding Company	Oriental Carbon and Chemicals Limited
(ii) Promoter	Duncan International (India) Ltd, Kolkata Cosmopolitan Investments Ltd
(iii) Key Management Personnel:	Akshat Goenka - Managing Director Arvind Goenka - Director Jagdish Prasad Goenka - Director Om Prakash Dubey - Independent Director Nitin Kaul - Independent Director Brij Behari Tandon - Independent Director (Resigned w.e.f 19.07.2022) Arti Kant - Independent Director K Raghu Raman - Chief Financial Officer (Resigned w.e.f 17.05.2022) Rajib Kumar Gope - Company Secretary (Resigned w.e.f 22.07.2022) Kamal Saria - Chief Financial Officer (Appointed w.e.f 18.05.2022) Sayalee Anil Yengul - Company Secretary (Appointed w.e.f 01.11.2022)

Note : - The list of related parties under S.No. i and ii consists of the parties with which the Company has entered into transactions during the year.

(B) The following transactions were carried out with related parties in the ordinary course of business:

(All amount stated in Rs Lakhs except wherever stated otherwise)

Nature of transactions during the year	Holding Company	
	Oriental Carbon & Chemicals Ltd	
	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
Revenue from Operations (Sale of Goods) (Gross)	30.92	13.64
Purchase Of Assets	-	9.23
Expenses Reimbursed / (Recovered) - Net	3.09	2.99

(C) Balance receivable from and payable to related parties as at the balance sheet date

Year End Balances	As at 31st March, 2023	As at 31st March, 2022
Oriental Carbon & Chemicals Ltd, Noida (Trade Receivable - Sales / Exp. Reimb)	-	0.36
Oriental Carbon & Chemicals Ltd, Noida (Trade Payable - Service Provider)	-	0.39
Akshat Goenka	66.93	44.64
Arvind Goenka	-	0.40
Jagdish Prasad Goenka	-	0.25
Om Prakash Dubey	-	0.73
Nitin Kaul	-	0.65
Brij Behari Tandon	-	0.65
Arti Kant	-	0.58
K Raghuraman	-	7.08
Rajib Kumar Gope	-	1.17
Kamal Saria	4.52	-
Sayalee Anil Yengul	1.72	-

(D) **Compensation of Key Managerial Personnel** (All amount stated in Rs Lakhs except wherever stated otherwise)
Akshat Goenka

Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Remuneration	0.12	0.12
Commission *	66.92	44.63

* subject to approval of the Board of Directors

(E) **Director's Sitting Fees**

Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Sitting Fees paid to Directors	11.70	10.70

(F) **Remuneration to K Raghuraman**

Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Salary including Incentive*	6.90	38.96

(G) **Remuneration to Rajib Kumar Gope**

(INR. in Lakhs)

Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Salary including Incentive*	5.05	11.42

(H) **Remuneration to Kamal Saria**

Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Salary including Incentive*	20.94	-

(I) **Remuneration to Sayalee Anil Yengul**

Particulars	For the Period ended March 31, 2023	For the Period ended March 31, 2022
Salary including Incentive*	5.58	-

*Remuneration is excluding provision of gratuity and leave encashment where the actuarial valuation is done on overall company basis . This remuneration does not include the post-employment benefits ,other long-term benefit , termination benefits and share-based payment.

(All amount stated in Rs Lakhs except wherever stated otherwise)

40 The following are analytical ratios for the year ended 31 March 2023 and 31 March 2022

Particulars	Numerator	Denominator	31 March 2023	31 March 2022	Variance
(a) Current Ratio*	Current assets	Current liabilities	3.08	2.45	26%
(b) Debt – Equity Ratio	Total Debt	Shareholder's Equity	0.02	0.02	17%
(c) Debt Service Coverage Ratio	Earnings available for debt service ⁽¹⁾	Debt service ⁽²⁾	10.79	11.78	-8%
(d) Return on Equity (ROE)**	Net Profits after taxes	Average Shareholder's Equity ⁽³⁾	0.26	0.18	42%
(e) Inventory turnover ratio	Cost of Goods Sold	Average Stock	3.83	3.68	4%
(f) Trade receivables turnover ratio	Revenue	Average Trade Receivable	11.94	9.62	24%
(g) Trade payables turnover ratio	Purchases of material, services and other expenses	Average Trade Payables	5.39	4.86	11%
(h) Net capital turnover ratio	Revenue	Working Capital	2.24	2.91	-23%
(i) Net profit ratio ***	Net Profit	Revenue	0.14	0.11	26%
(j) Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed ⁽⁴⁾	0.30	0.26	16%
(k) Return on Investment(ROI)	Earning before interest and taxes	Average Total Assets	0.23	0.19	24%

⁽¹⁾ Net Profit after taxes + Non- cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

⁽²⁾ Current maturities of Vehicle Loans + Current maturities of lease + Loan repayable on demand + Interest etc.

⁽³⁾ Total Equity -Capital Reserve + Other Comprehensive Income etc .

⁽⁴⁾ Tangible Net Worth + Borrowing etc .

* Current ratio has improved to 3.08 primarily on account of increase in value of inventories and investment.

** Return on equity has increased mainly due to increase in current year's profit.

*** Net profit ratio has increase mainly due to increase in profit and revenue during the year.

41 Lease

41.1 The right-of-uses assets consists of :

- Land
- Buildings for offices facilities

41.2 Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

- Right-of-uses assets

Particulars	As at March 31 , 2023			As at March 31 , 2022		
	Total	Land	Office Premises	Total	Land	Office Premises
At Beginning of the year	255.68	204.83	50.85	204.83	204.83	-
Additions	-	-	-	50.85	-	50.85
Terminations	-	-	-	-	-	-
At the end of the year (A)	255.68	204.83	50.85	255.68	204.83	50.85
Accumulated Depreciation						
At Beginning of the year	29.56	28.33	1.23	26.26	26.26	-
Charge during the financial year	12.23	2.07	10.16	3.30	2.07	1.23
Terminations	-	-	-	-	-	-
At the end of the year (B)	41.79	30.40	11.39	29.56	28.33	1.23
Carrying Value (C) (A-B)	213.89	174.43	39.46	226.12	176.51	49.62

(All amount stated in Rs Lakhs except wherever stated otherwise)

Lease Liability	As at March 31 , 2023			As at March 31 , 2022		
	Total	Land	Office Premises	Total	Land	Office Premises
Current	8.43	-	8.43	7.00	-	7.00
Non-Current	33.86	-	33.86	42.29	-	42.29
Total	42.29	-	42.29	49.29	-	49.29

41.3 Amount recognised in the statement of Profit and Loss

The Profit and Loss showing the following amount relating to leases:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation expenses of right-of-uses assets		
Land	2.07	2.07
Offices Premises	10.16	1.23
Interest expenses on lease liabilities	3.89	0.71
Expenses relating to short-term-leases (Includes in "Other Expenses" as Rent)	32.37	-
Total	48.49	4.01

41.4 Total Cash Outflow During The Year

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Expenses and Principal repayments of lease liabilities and shorts-term lease expenses	43.26	1.35

41.5 The following is the carrying value of lease liability on the date of transition:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Lease liability	49.29	-
Addition of lease liability	-	49.93
Add :-Finance cost accrued during the year	3.89	0.71
Less :-Payment of lease liabilities	(10.89)	(1.35)
Deletions of lease liability	-	-
Closing Balance	42.29	49.29

41.6 At the balance sheet date, the company had commitments under leases which fall due as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Maturity Analysis -contractual undiscounted cash flows		
With in 1 Year	11.66	10.89
With in 2 Years	12.47	11.66
With in 3 Years	13.35	12.47
With in 4 Years	12.39	13.35
With in 5 Years	-	12.39
Above 5 Years	-	-
Total undiscounted lease liability	49.87	60.76
Impact of discounting	7.58	11.47
Lease Liability included in Balance Sheet	42.29	49.29

42 Other Notes

- 42.1** Disclosure under Ind AS 108 – ‘Operating Segments’ is not given as in the opinion of the Chief Operating Decision Maker, The company’s business activity falls within a single primary business segment viz "General Engineering Products" .
- 42.2** Disclosure related to relationship of the Company with a company which is Struck off under Section 248 of the Companies Act, 2013 or Section 530 of Companies Act, 1956:

Name of the struck off company	Nature of transactions with the company	Balance outstanding as on 31.03.2023	Balance outstanding as on 31.03.2022	Relationship with the struck-off company
FLUID TECHNIC PVT. LTD.	Sale of Goods and Services	-	-	Not a related party
LEO ROYAL TECHSERVE PRIVATE LIMITED	Sale of Goods and Services	-	(0.40)	Not a related party
MICROVISION CALIBRATION LABORATORY'S PRIVATE LIMITED	Purchase Goods and Services	-	0.09	Not a related party

- 42.3** Monthly statements/returns filled by the company with banks or financial institutions are in agreement with books of accounts.

- 43** In the Opinion of the management and to the best of its knowledge and belief, the value on realization of current assets, loans, advances and payment of current liabilities and provisions in the ordinary course of business would not be less/ more, than the amount at which they are stated in the Balance sheet.

44 Events occurring After the Balance Sheet date

No adjusting or significant non adjusting events have occurred between the reporting date and date of authorization of financial statements.

In terms of our Report of even date

For S S KOTHARI MEHTA & COMPANY

Chartered Accountants
 Firm Reg. No. 000756N

Naveen Aggarwal

Partner
 Membership No. 094380

Place : New Delhi
 Date: May 16' 2023

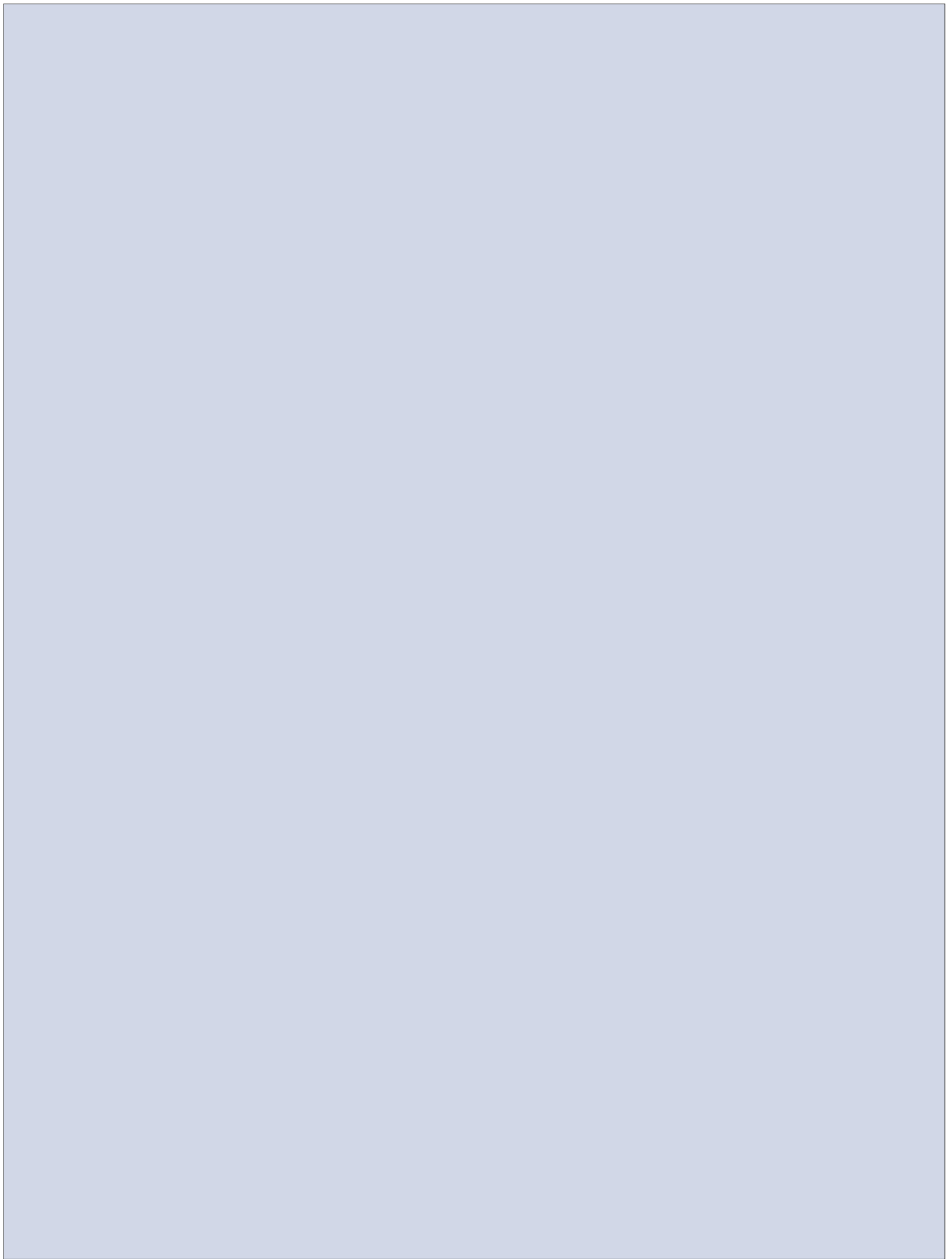
For and on behalf of the Board of Directors of Duncan Engineering Limited

Akshat Goenka
 Managing Director
 DIN: 7131982
 Place : Noida

A Goenka
 Director
 DIN: 0135653
 Place : Noida

Sayalee Yengul
 Company Secretary
 M.No. : A37267
 Place : Pune

Kamal Saria
 Chief Financial Officer
 M.No. : 519000
 Place : Pune





DUNCAN ENGINEERING LIMITED

"Formerly Known as Schrader Duncan Limited"

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