

DUNCAN DUNCAN ENGINEERING LIMITED
CIN: L28991PNB1983PLC139151
Regd. Office: #3-31, Ranjithnagar MIDC, Kengeri, Mumbai, Pincode: 411 207
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NOTICE TO THE SHAREHOLDERS OF 59TH ANNUAL GENERAL MEETING

Notice is hereby given that:

1. The 59th Annual General Meeting of the Company will be held on Friday 26th July 2013 at 10 A.M. (IST) ("Annual General Meeting" or "AGM"). Other Audit Member Usines ("OAM") shall be allowed to attend as to "Guests". The AGM will be held at the registered office of the Company or at the place of the Annual General Meeting which is being calculated from the convening of the AGM. The AGM will transact the ordinary and special business as set out in the notice of AGM.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. MCA 2013 dated 26 March 2013 with Circular 14 dated 12 May 2013, issued by the Ministry of Corporate Affairs ("Circular 14"), which inter alia, referred to as "Circular 14", has been published in the Gazette of India, dated 26 March 2013, permitting the holders of Annual General Meeting through e-Voting or e-mail voting. Pursuant to Circular 14, the AGM will be held through e-Voting without the physical presence of Members at a convened AGM. The AGM will be held through e-Voting in accordance with the provisions of the Companies Act, 2013 and the Elisting (Disclosures and Disclosure Requirements) Regulations, 2013, the Annual General Meeting of the Members of the Company will be held through e-Voting.

3. The date of the Annual General Meeting alongwith the Annual Report for the financial year ended 31st March 2013, alongwith any document referred to in the Annual Report, the annual accounts and the audited balance sheet and profit and loss account for the financial year ended 31st March 2013, will be made available on the website www.duncanelectronics.com and also available at the Registered Office of the Company at www.duncanelectronics.com. Members can attend and participate in the Annual General Meeting through e-Voting or e-mail voting. The Annual General Meeting will be held at the registered office of the Company. The Annual General Meeting will be conducted in the interest of the American Depository Receipt Holders ("ADRs") and the Indian Shareholders ("Members"). The Indian Shareholders attending the meeting through e-Voting shall be counted for the purpose of reckoning the quorum under Section 78(3) of the Companies Act, 2013.

4. The Company is providing remote e-voting facility ("remote e-voting") to all its Members to cast their votes on electronic ballot set out in the Notice of the Annual General Meeting. The remote e-voting facility will be provided through e-voting system during the Annual General Meeting ("e-Voting"). Details regarding remote e-voting is provided in the Notice of the Annual General Meeting.

5. The despatch of the notices of AGM & Annual Report its email has been completed on 10th July, 2013.

6. **Registration of email ID and Bank Account details**

In case the shareholder's email ID is already registered with the Company/its Registrars & Share Transfer Agents ("RTA"), log in details for e-voting are being sent to the shareholder's registered email ID. In case the shareholder's email ID is not registered with the Company/its Registrars & Share Transfer Agents ("RTA"), shareholders are not updated the Bank Account mandate for receipt of dividends following instructions to be followed:

- (a) Kindly log in to the website of the RTA, Link India Limited Private Limited (www.linkindia.com) and update your Service & Bank detail registration in the details, save and submit.
- (b) In the case of Share held in Nominee account:

The shareholder may please contact the Depositary Participant ("DP") and register the email address and bank account details in the Nominee account as per the process followed and advised by the DP.

7. **Members holding shares in physical or dematerialised form, as on cut-off date 24th June 2013** may cast their vote electronically on the Ordinary & Special Business as set out in the Notice of AGM. The electronic voting system of Link India Limited Private Limited ("INSTAVOTE") from a place other than the venue of AGM ("remote e-voting") is not available to members. All members are informed that:

1. The Ordinary & Special Business as set out in the Notice of AGM may be transacted through voting by e-mail means.
2. The remote e-voting shall commence on 26th July 2013 (10 A.M. IST) and ends on 26th July 2013 (10 P.M. IST).
3. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is 26th July 2013.
4. The nature of AGM as available at the Company website www.duncanelectronics.com and also on the LINK INSTITUTE website <http://www.linkinstitute.ca>.
5. In case the shareholders have any queries or issues regarding e-voting, please refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.duncanelectronics.com section or write an email to electronicvoting@linkindia.com or call - 022 38890066 or 020 38866007.
6. The Register of Members & Share Transfer branch of the Company will remain closed from Saturday, 25th July 2013 to Wednesday, 29th July 2013 (both days included) for the purpose of AGM.