

Date: 16<sup>th</sup> July 2019

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

**Scrip Code: 504908**

Dear Sir/Madam,

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

- 1. Proceedings of 58<sup>th</sup> Annual General Meeting**
- 2. Voting Results**
- 3. Scrutinizer's Report**


Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, we are submitting herewith the summary of proceedings of 58<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 16<sup>th</sup> July 2019 at F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune 412209.

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

The above voting results along with Scrutinizer's Report are also being uploaded on the website of the Company [www.duncanengg.com](http://www.duncanengg.com).

Thanks & Regards,

**For Duncan Engineering Ltd.**

  
**Rajib Kumar Gope**  
Company Secretary

Enc: as above

**Duncan Engineering Limited**

(Formerly known as Schrader Duncan Limited)

*Registered Office & Plant*

F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune - 412 209. India

Telephone : +91 2138 660-066 Fax : +91 2138 660-067

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

CIN : L28991PN1961PLC139151

**SUMMARY OF THE PROCEEDINGS OF 58<sup>TH</sup> ANNUAL GENERAL MEETING OF DUNCAN ENGINEERING LIMITED HELD ON TUESDAY, 16<sup>TH</sup> JULY 2019 AT 12:30 P.M. AT F-33, RANJANGAON MIDC, KAREGAON, TAL. SHIRUR, DIST. PUNE 412209**

The 58<sup>th</sup> Annual General Meeting of the Members of Duncan Engineering Limited ("The Company") was held on Tuesday, 16<sup>th</sup> July 2019 at F-33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Dist. Pune 412209.

In the absence of the Chairman, Mr. J P Goenka, the members elected Mr. O P Dubey, Director, as the Chairman of the Meeting. The requisite quorum being present, the Chairman declared the 58<sup>th</sup> Annual General Meeting open. The Board Members were introduced and Chairman delivered his speech.

The facility of casting votes by remote e-voting was provided to the members from 13<sup>th</sup> July 2019 (10:00 A.M.) to 15<sup>th</sup> July 2019 (5:00 P.M.). Members who were present at the meeting and had not cast their votes electronically were provided opportunity to cast their votes at the end of the meeting through physically ballot papers at the meeting venue.

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

**Ordinary Business:**

1. Adoption of the Audited Financial Statements for the Financial Year 31 March, 2019 and Report of Board of Directors and Auditors thereon.
2. appoint a Director in place of Mr. J P Goenka (holding DIN 00136782), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and who, being eligible, offers himself for re-appointment.

**Special Business:**

3. Re-appoint of Mr. B B Tandon (holding DIN 00740511), as an Independent Director of the Company, for his second term of 5 (five) consecutive years with effect from the conclusion of 58<sup>th</sup> Annual General Meeting, i.e. 16<sup>th</sup> July, 2019 till the conclusion of 63<sup>rd</sup> Annual General Meeting of the Company. (Special Resolution)
4. Re-appoint of Mr. O P Dubey (holding DIN 00228441), as an Independent Director of the Company, for his second term of 5 (five) consecutive years with effect from the conclusion of 58<sup>th</sup> Annual General Meeting, i.e. 16<sup>th</sup> July, 2019 till the conclusion of 63<sup>rd</sup> Annual General Meeting of the Company. (Special Resolution)
5. Re-appointment of Mr. Nitin Kaul (holding DIN 01718619), as an Independent Director of the Company, for his second term of 5 (five) consecutive years with effect from the conclusion of 58<sup>th</sup> Annual General Meeting, i.e. 16<sup>th</sup> July, 2019 till the conclusion of 63<sup>rd</sup> Annual General Meeting of the Company. (Special Resolution)

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CIN : L28991PN1961PLC139151



6. Pay a sum not exceeding one percent per annum of the Net Profits of the Company as commission calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the Directors other than the Whole Time Director of the Company in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors. (Special Resolution)

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

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

Yours sincerely,

**For Duncan Engineering Ltd.**



**Rajib Kumar Gope**  
Company Secretary

**Duncan Engineering Limited**

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Date of Annual General Meeting	16 <sup>th</sup> July 2019
Total No. Of Shareholders on record date	2979
No. Of Shareholders present in the meeting either in person or through proxy	17
Promoter/Promoter Group	3
Public	14
No. Of Shareholders attending the meeting thru Video Conferencing :	NIL
Promoter/Promoter Group	-
Public	-



## **Duncan Engineering Limited**

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CIN : L28991PN1961PLC139151

## Duncan Engineering Limited

3 - To re-appoint Mr. B B Tandon (holding DIN 00740511), as an Independent Director of the Company, for his second term of 5 (five) consecutive years;

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes --Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	2755855	2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2755855</b>	<b>100.0000</b>	<b>2755855</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2075	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	938070	294	0.0313	289	5	98.2993	1.7007	0
	Poll		81	0.0086	81	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>375</b>	<b>0.0399</b>	<b>370</b>	<b>5</b>	<b>98.6667</b>	<b>1.3333</b>	<b>0</b>
<b>Total</b>		<b>3696000</b>	<b>2756230</b>	<b>74.5733</b>	<b>2756225</b>	<b>5</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>



## Duncan Engineering Limited

4 - To re-appoint Mr. O P Dubey (holding DIN 00228441), as an Independent Director of the Company, for his second term of 5 (five) consecutive years;

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2755855		0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2755855</b>	<b>100.0000</b>	<b>2755855</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2075		0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting		294	0.0313	289	5	98.2993	1.7007	0
	Poll		81	0.0086	81	0	100.0000	0.0000	0
	Postal Ballot	938070		0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>375</b>	<b>0.0399</b>	<b>370</b>	<b>5</b>	<b>98.6667</b>	<b>1.3333</b>	<b>0</b>
<b>Total</b>		<b>3696000</b>	<b>2756230</b>	<b>74.5733</b>	<b>2756225</b>	<b>5</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>



## Duncan Engineering Limited

5 - To re-appoint Mr. Nitin Kaul (holding DIN 01718619), as an Independent Director of the Company, for his second term of 5 (five) consecutive years; and

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
Promoter and Promoter Group	E-Voting		2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2755855							
	<b>Total</b>		<b>2755855</b>	<b>100.0000</b>	<b>2755855</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll	2075	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot								
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting		294	0.0313	289	5	98.2993	1.7007	0
	Poll		81	0.0086	81	0	100.0000	0.0000	0
	Postal Ballot	938070							
	<b>Total</b>		<b>375</b>	<b>0.0399</b>	<b>370</b>	<b>5</b>	<b>98.6667</b>	<b>1.3333</b>	<b>0</b>
<b>Total</b>		<b>3696000</b>	<b>2756230</b>	<b>74.5733</b>	<b>2756225</b>	<b>5</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>



## Duncan Engineering Limited

6 - To pay a sum not exceeding one percent per annum of the Net Profits of the Company as commission to Non-Executive Directors.

Resolution Required : (Special)  
Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting	2755855	2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll	2755855	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2755855	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	2755855	2755855	100.0000	2755855	0	100.0000	0.0000	0
Public Institutions	E-Voting	2075	0	0.0000	0	0	0.0000	0.0000	0
	Poll	2075	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2075	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	2075	0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	938070	134	0.0143	129	5	96.2687	3.7313	0
	Poll	938070	81	0.0086	81	0	100.0000	0.0000	0
	Postal Ballot	938070	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	938070	215	0.0229	210	5	97.6744	2.3256	0
<b>Total</b>		<b>3696000</b>	<b>2756070</b>	<b>74.5690</b>	<b>2756065</b>	<b>5</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>





## Duncan Engineering Limited

2 - To appoint a Director in place of Mr. J P Goenka (holding DIN 00136782), liable to retire by rotation and who, being eligible, offers himself for re-appointment;

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2755855	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2755855</b>	<b>100.0000</b>	<b>2755855</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2075	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting		294	0.0313	289	5	98.2993	1.7007	0
	Poll		81	0.0086	81	0	100.0000	0.0000	0
	Postal Ballot	938070	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>375</b>	<b>0.0399</b>	<b>370</b>	<b>5</b>	<b>98.6667</b>	<b>1.3333</b>	<b>0</b>
<b>Total</b>		<b>3696000</b>	<b>2756230</b>	<b>74.5733</b>	<b>2756225</b>	<b>5</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>



## Duncan Engineering Limited

1 - To receive, consider and adopt audited Financial Statements for the Financial Year 31 March, 2019 and Report of Board of Directors and Auditors thereon;

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		2755855	100.0000	2755855	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2755855	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2755855</b>	<b>100.0000</b>	<b>2755855</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	2075	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting		294	0.0313	289	5	98.2993	1.7007	0
	Poll		81	0.0086	81	0	100.0000	0.0000	0
	Postal Ballot	938070	0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>375</b>	<b>0.0399</b>	<b>370</b>	<b>5</b>	<b>98.6667</b>	<b>1.3333</b>	<b>0</b>
<b>Total</b>		<b>3696000</b>	<b>2756230</b>	<b>74.5733</b>	<b>2756225</b>	<b>5</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>



Consolidated Scrutinizers' Report on Remote E Voting and poll conducted at the 58th  
AGM of Duncan Engineering Limited held on July 16, 2019.

To  
The Chairman,

58<sup>th</sup> (Fifty Eight) Annual General Meeting of the Equity Shareholders of Duncan Engineering Limited held on July 16, 2019 at 12.30P.M. at F 33, Ranjangaon MIDC, Karegaon, Shirur, Pune 412 209.

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

Dear Sir,

The Board of Directors of Duncan Engineering Limited at its meeting held on May 6, 2019, has appointed me as the scrutinizer for the remote e voting process and scrutinize the physical ballot forms received from the members at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on general meetings to carry out the scrutiny of the Remote E Voting and Voting through Ballot at the venue of the Annual General Meeting in respect of all six resolutions as mentioned herein below and contained in Notice dated 6th May, 2019.



S. VAISHNAV  
ACS:11392  
PCS:8675  
★  
S. Vaishnav

## REPORT ON SCRUTINY:

1. Duncan Engineering Limited had appointed National Securities Depositories Limited (NSDL) as the service provider, for the purpose of extending the facility of remote e voting to the Members of Duncan Engineering Limited, Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of Duncan Engineering Limited.
2. NSDL had provided a system for recording the votes of the Members electronically on all the six (6) items of the business (both ordinary and special business) to be transacted in the 58th Annual General Meeting (AGM) of Duncan Engineering Limited, which was held on July 16, 2019.
3. NSDL had set up electronic voting facility on their website. <http://www.nsdlevoting>.
4. The said Duncan Engineering Limited (hereinafter referred to as Company) had uploaded all the six (6) items of the business to be transacted at the AGM on the website of the Company and also its service provider NSDL to facilitate their members to cast their votes thru e voting.
5. The cut off date for determining eligibility of the shareholders for voting on the items mentioned in notice of the Annual General Meeting (AGM) was 10<sup>th</sup> July, 2019. As on the date there were 2982 Members of the Company. The service provider had sent the notices of the AGM along with Annual Report and E voting details by E mail to 1323 Members whose mail id was made available with the RTA and for those members, whose email ids were not registered of 1659 Folios, were sent physical annual reports with notice (excluding multiple folios as well as disputed cases).



*S. Vaishnav*

6. The notices sent (both thru email and physical form) contained the detailed procedure to be followed by members who were desirous of casting their vote electronically as provided in the rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
7. The cut off date for the purposes of identifying the members who will be entitled to vote on resolutions placed for approval of the Members was as prescribed in the aforesaid rules, the remote e voting facility was kept open for three days from Saturday, July 13, 2019 at 10.00 A.M. to Monday, July 15, 2019 at 5.00 P.M.
8. The Company completed the dispatch of notices to Members by June 20, 2019
9. As prescribed in clause (v) of Sub Rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in Financial Express having countrywide circulation dated June 22, 2019 and in Marathi in Loksatta dated June 22, 2019. The notice published in the newspapers carried the required information as specified in sub rule 4 (v) (a) to (h) of the said Rule 20.
10. At the end of e-voting period on July 15, 2019 at 5.00 P.M. the voting portal of the service provider was blocked forthwith.
11. At the venue of the 58<sup>th</sup> AGM of the Company held on July 16, 2019 the facility to vote through ballot paper had been provided to facilitate those members present in the meeting but could not participate in the remote e voting to record their votes.
12. On July 16, 2019 after counting of the votes conducted at the venue of AGM thru ballot paper, the votes cast through remote e voting facility was duly unblocked by me as a scrutinizer in the presence of Mrs. Kiran Yadav And Mr. Ambadas Lagad who acted as witnesses as prescribed in sub rule 4 (xii) of the said rule 20.



13. After the voting at the AGM was concluded, ballot box kept for the purpose of Casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the registrar and transfer agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
14. Thereafter, I as scrutinizer duly compiled the details of remote e voting carried out by the Members together with the physical voting done at the venue of AGM by way of ballot paper, the details of which are as follows:

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

Details	Remote E Voting	Voting thru ballot paper at AGM	Total Voting
Number of Members who cast their votes	7	11	18
Total No.of shares held by them	2756149	81	2756230
Valid Votes	2756149	81	2756230

NOTE:

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



ORDINARY BUSINESS:

ITEM No. 1 and 2:

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

Consideration and adoption of audited financial statement of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756144	99.99	5	0.01	Nil
Physical voting	81	100.00	-	-	Nil
Total	2756225		5		

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

To appoint a Director in place of Mr. J.P. Goenka (DIN 00136782), Liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and who, being eligible offers himself for re appointment as a Director of the Company:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756144	99.99	5	0.01	Nil
Physical voting	81	100.00	-	-	Nil
Total	2756225		5		

*Waishnav*



## SPECIAL BUSINESS

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

Re-appointment of Mr. B.B. Tandon (DIN 00740511) as Independent Director pursuant to provisions of Section 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for his second term of five years i.e. from July 16, 2019 till the conclusion of 63<sup>rd</sup> Annual general Meeting of the Company.

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756144	99.99	5	0.01	Nil
Physical voting	81	100.00	-	-	Nil
Total	2756225		5		

### iv) Item No. 4 of the Notice (As Special Resolution)

Re-appointment of Mr. O.P. Dubey (DIN 00228441) as Independent Director pursuant to provisions of Section 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors ) Rules, 2014, Regulation 17(1A) of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for his second term of five

*Maeshrav*





years i.e. from July 16, 2019 till the conclusion of 63<sup>rd</sup> Annual general Meeting of the Company.

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756144	99.99	5	0.01	Nil
Physical voting	81	100.00	-	-	Nil
Total	2756225		5		

v) Item No. 5 of the Notice (As Special Resolution)

Re-appointment of Mr. Nitin Kaul (DIN 01718619) as Independent Director pursuant to provisions of Section 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, for his second term of five years i.e. from July 16, 2019 till the conclusion of 63<sup>rd</sup> Annual general Meeting of the Company

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Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756144	99.99	5	0.01	Nil
Physical voting	81	100.00	-	-	Nil
Total	2756225		5		

*S. Vaishnav*



vi) Item No. 6 of the Notice (As Special Resolution):

Payment of Commission to Directors other than Managing Director of the Company a sum not exceeding one percent of the Net Profits of the Company as commission calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 pursuant to provisions of Section 197 of the Companies Act, 2013, applicable clauses of Articles of Association and applicable clauses of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and recommendations of the Nomination and Remuneration Committee.

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	2756144	99.99	5	0.01	Nil
Physical voting	81	100.00	-	-	Nil
Total	2756225		5		

Note :

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

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

*Vaishnav*



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

Thanking you,

Yours faithfully

*Shashnav*

Shaswati Vaishnav

ACS:11392, CP : 8675

Scrutinizer



Place: Pune

Date : July 16, 2019.

*Rajib*  
Rajib Kumar Gope

(Company Secretary and Compliance officer)

Duncan Engineering Limited

