

**Annexure to Board's Report**  
**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on**  
**March 31, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN: L28991PN1961PLC139151
- ii) Registration Date: 29<sup>th</sup> March, 1961
- iii) Name of the Company: Duncan Engineering Limited
- iv) Category / Sub-Category of the Company: Company Limited by Shares/Indian Non Government Company
- v) Address of the Registered office:  
F 33, Ranjangaon MIDC,  
Karegaon, Tal Shirur,  
Pune-412209
- vi) Whether listed company: Yes. Listed in BSE Limited
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:  
  
Link Intime India Private Limited  
Block No.202, Akshay Complex, Off Dhole Patil Road,  
Near Ganesh Temple, Pune 411001  
Tel: 020 2616-1629/2616-0084

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1	Fluid Power & Automation	88412000	92.96%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Oriental Carbon & Chemicals Limited	L24297WB1978PLC031539	Holding	50.0135%	Section 2(46)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) as on March 31, 2019.

#### i) Category-wise Share Holding

Category Code	Category of shareholder	Number of Shareholders	Total number of shares	Number of shares held in Dematerialized	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII)/(IV)* 100
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)
<b>(A)</b>	<b>Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/Hindu Undivided Family	0	0	0	0.0000	0.0000	0	0.0000
(b)	Central Government/State Government(s)	0	0	0	0.0000	0.0000	0	0.0000
(c)	Bodies Corporate	3	2755855	2755855	74.5632	74.5632	0	0.0000
(d)	Financial Institutions / Banks	0	0	0	0.0000	0.0000	0	0.0000
(e)	Any Other (specify)	0	0	0	0.0000	0.0000	0	0.0000
	<b>Sub Total (A)(1)</b>	<b>3</b>	<b>2755855</b>	<b>2755855</b>	<b>74.5632</b>	<b>74.5632</b>	<b>0</b>	<b>0.0000</b>
<b>2</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.0000	0.0000	0	0.0000
(b)	Bodies Corporate	0	0	0	0.0000	0.0000	0	0.0000
(c)	Institutions	0	0	0	0.0000	0.0000	0	0.0000
(d)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	0	0.0000
(e)	Any Other (specify)	0	0	0	0.0000	0.0000	0	0.0000
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>3</b>	<b>2755855</b>	<b>2755855</b>	<b>74.5632</b>	<b>74.5632</b>	<b>0</b>	<b>0.0000</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/UTI	0	0	0	0.0000	0.0000	-	-
(b)	Financial Institutions / Banks	9	2075	1022	0.0561	0.0561	-	-
(c)	Central Government/State Government(s)	0	0	0	0.0000	0.0000	-	-
(d)	Venture Capital Funds	0	0	0	0.0000	0.0000	-	-

(e)	Insurance Companies	0	0	0	0.0000	0.0000	-	-
(f)	Foreign Institutional Investors	0	0	0	0.0000	0.0000	-	-
<b>Category code</b>	<b>Category of shareholder</b>	<b>Number of shareholders</b>	<b>Total number of shares</b>	<b>Number of shares held in dematerialized form</b>	<b>Total shareholding as a percentage of total number of shares</b>		<b>Shares pledged or otherwise encumbered</b>	
<b>(I)</b>	<b>(II)</b>	<b>(III)</b>	<b>(IV)</b>	<b>(V)</b>	<b>As a percentage of (A+B) (VI)</b>	<b>As a percentage of (A+B+C) (VII)</b>	<b>Number of shares (VIII)</b>	<b>As a percentage (IX) = (VIII)/(IV)* 100</b>
(g)	Foreign Venture Capital Investors	0	0	0	0.0000	0.0000	-	-
(h)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	-	-
(I)	Any Other (specify)	0	0	0	0.0000	0.0000	-	-
	<b>Sub Total (B) (1)</b>	<b>9</b>	<b>2075</b>	<b>1022</b>	<b>0.0561</b>	<b>0.0561</b>	-	-
<b>2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	43	13000	12318	0.3517	0.3517	-	-
(b) (i)	Individuals - shareholders holding nominal share capital up to Rs 2 Lakh	2765	674016	557817	18.2364	18.2364	-	-
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	6	197836	197836	5.3527	5.3527	-	-
(c)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	-	-
(d)	<b>Any Other:</b>							
<u>I</u>	Non Resident Indians (Repat)	14	5665	3929	0.1533	0.1533	-	-
<u>II</u>	Non Resident Indians (Non Repat)	19	6832	6779	0.1848	0.1848	-	-
<u>III</u>	Foreign Companies	0	0	0	0	0	-	-
<u>IV</u>	Market maker/ Clearing Member	7	1518	1518	0.0411	0.0411	-	-
<u>V</u>	Directors / Relatives	0	0	0	0	0	-	-
<u>VI</u>	Hindu Undivided Family	70	25927	25927	0.7015	0.7015	-	-
<u>VII</u>	Trusts	0	0	0	0	0	-	-
<u>VIII</u>	IEPF	1	13276	13276	0.3592	0.3592	-	-
	<b>Sub Total (B)(2)</b>	<b>2925</b>	<b>938070</b>	<b>819400</b>	<b>25.3807</b>	<b>25.3807</b>	-	-
	<b>Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)</b>	<b>2934</b>	<b>940145</b>	<b>820422</b>	<b>25.4368</b>	<b>25.4368</b>	-	-
	<b>Total (A)+(B)</b>	<b>2937</b>	<b>3696000</b>	<b>3576277</b>	<b>100.0000</b>	<b>100.0000</b>		
(C)	<b>Shares held by custodians and against which Depository Receipts have been issued</b>							
<u>I</u>	Promoter and Promoter group	0	0	0	0.0000	0.0000	0	0.0000
<u>II</u>	Public	0	0	0	0.0000	0.0000	0	0.0000
	<b>Grand Total(A+B+C)</b>	<b>2937</b>	<b>3696000</b>	<b>3576277</b>	<b>100.0000</b>	<b>100.0000</b>		

Note: The Shareholding Pattern has been prepared as per SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017 which states that shareholding of the promoter and promoter group, public shareholder and nonpublic non-promoter shareholder is to be consolidated on the basis of the PAN and folio number to avoid multiple disclosures of shareholding of the same person.

i) **Shareholding of Promoters:**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered of total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Oriental Carbon and Chemicals Ltd	1848500	50.0135	0	1848500	50.0135	0	0
2	Cosmopolitan Investments Ltd	905336	24.4950	0	905336	24.4950	0	0
3	Duncan International (India) Ltd.	2019	0.0546	0	2019	0.05446	0	0
	<b>Total</b>	<b>2755855</b>	<b>74.5632</b>	<b>0</b>	<b>2755855</b>	<b>74.5632</b>	<b>0</b>	<b>0</b>

ii) **Change in Promoters' Shareholding:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
	At the beginning of the year	2755855	74.5632	2755855	74.5632
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Nil	Nil	Nil	Nil
	At the end of the year	2755855	74.5632	2755855	74.5632

**Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year – 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	Jashwanti Maganlal Desai	54000	1.4610			54000	1.4610
	at the end of the year					54000	1.4610
2	Nila Anilkumar Desai	40000	1.0823			40000	1.0823
	at the end of the year					40000	1.0823
3	Biren Dolatrai Nayak	31000	0.8387			31000	0.8387
	at the end of the year					31000	0.8387
4	Javahir Jaysukhlal Jagirdar	29174	0.7893			29174	0.7893
	at the end of the year					29174	0.7893
5	Shyam Kisangopal Lakhani	18735	0.5069			18735	0.5069
	Transfer			01 Jun 2018	143	18878	0.5108
	Transfer			30 Jun 2018	121	18999	0.5140
	Transfer			26 Oct 2018	275	19274	0.5215
	Transfer			21 Dec 2018	255	19529	0.5284
	Transfer			08 Feb 2019	2330	21859	0.5914
	Transfer			08 Mar 2019	150	22009	0.5955
	Transfer			22 Mar 2019	37	22046	0.5965
	At the end of the year					22046	0.5965
6	Anilkumar Maganlal Desai	16000	0.4329			16000	0.4329
	Transfer			20 Apr 2018	998	16998	0.4599
	Transfer			04 May 2018	174	17172	0.4646
	Transfer			11 May 2018	608	17780	0.4811
	Transfer			18 May 2018	1644	19424	0.5255
	Transfer			01 Jun 2018	2000	21424	0.5797
	Transfer			04 Jan 2019	192	21616	0.5848
	At the end of the year					21616	0.5848
7	Vina Anil Desai	14100	0.3815			14100	0.3815

	At the end of the year					14100	0.3815
8	Pankil Kumar Shah	13439	0.3636			13439	0.3636
	Transfer			15 Jun 2018	17	13456	0.3641
	Transfer			22 Jun 2018	130	13586	0.3676
	At the end of the year					13586	0.3676
9	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	0	0.0000			0	0.0000
	Transfer			01 Mar 2019	939	939	0.0254
	Transfer			08 Mar 2019	12337	13276	0.3592
	At the end of the year					13276	0.3592
10	Sonal Kanaiyalal Desai	9750	0.2638			9750	0.2638
	Transfer			01 Jun 2018	881	10631	0.2876
	Transfer			08 Jun 2018	1000	11631	0.3147
	Transfer			13 Jul 2018	1000	12631	0.3417
	At the end of the year					12631	0.3417
11	Shivanand Vasudev Kulkarni	10220	0.2765			10220	0.2765
	At the end of the year					10220	0.2765
12	Sanjiv Dolatrai Nayak	10000	0.2706			10000	0.2706
	At the end of the year					10000	0.2706

iii) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Raghu Raman, CFO	0	0	0	0
	Mr. Rajib Kumar Gope, CS	0	0	0	0

Date wise Increase / Decrease in Share Holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
At the End of the year	0	0	0	0

Note: None of the Directors holds any shares in the Company.

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year-01/04/2018				
i) Principal Amount	722,641	45,000,000		45,722,641
ii) Interest due but not paid	3,713	-		3,713
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	<b>726,354</b>	<b>45,000,000</b>		<b>45,726,354</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-		-
Reduction	363,784	45,000,000		45,363,784
<b>Net Change</b>	<b>363,784</b>	<b>45,000,000</b>		<b>45,363,784</b>
<b>Indebtedness at the end of the financial year - 31/03/2019</b>				
i) Principal Amount	358,857	-		358,857
ii) Interest due but not paid	1,844	-		1,844
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	<b>360,701</b>	<b>-</b>		<b>360,701</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount(Rs.)
		<b>Akshat Goenka</b>	
1.	Gross salary		





**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD(Rs.)**

Sl. n	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
		Rajib K Gope	K Raghu Raman	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,61,872	34,45,032	44,06,904
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of Net Profit - others, specify	Nil	Nil	Nil
5.	Others, please specify- Performance Bonus	-----	5,10,000	5,10,000
	Total	9,61,872	39,55,032	49,16,904

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE**

On behalf of the Board of Directors

**Akshat Goenka**  
Managing Director

DIN: 07131982

**Arvind Goenka**  
Director

DIN: 00135653

Place: Pune

Date: May, 6, 2019