



## SCHRADER DUNCAN LIMITED

Registered Office: F-33, Ranjangaon MIDC, Karegaon, Tal- Shirur, Pune-412209  
Phone: +91 2138 660-066 Fax: +91 2138 660-067  
Email: [complianceofficer@schraderduncan.com](mailto:complianceofficer@schraderduncan.com)  
Website: [www.schraderduncan.com](http://www.schraderduncan.com); CIN: L28991PN1961PLC139151

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014).

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) 2015 and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of E – voting/Postal Ballot.

1. To change name of the Company from Schrader Duncan Limited to "Duncan Engineering Limited";
2. To alter the Name clause of the Memorandum of Association of the Company;
3. To alter the Articles of Association of the Company.

The explanatory statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for) they shall be deemed to have been passed as Special Business at an Extra Ordinary General Meeting. The date of announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions. It is proposed that the resolutions under item No. 1 ,2 and 3 are to be given effect to one after the other, in other words change of name in Articles of Association and Memorandum of Association will occur immediately after approval of change in name.

The Board of Directors of the Company via Circular Resolution dated September 13, 2016 has appointed, Mrs. Shaswati Vaishnav , Practising Company Secretary, Membership No. ACS 11392, Pune as Scrutineer for conducting the Postal Ballot and Electronic E Voting (e voting) process to in accordance with the provisions of the Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.

Members desiring to opt for evoting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section "voting thru electronic means" in this Notice.

The scrutinizer will submit the report to the Chairman or any director or Company Secretary of the Company on 23<sup>rd</sup> November, 2016. The result of postal ballot including e voting shall be declared on 23<sup>rd</sup> November, 2016 at the Company's registered office. In addition to the results being communicated to the BSE Limited, it shall also be displayed at the Company's registered office and would also be uploaded on the Company's website at [www.schraderduncan.com](http://www.schraderduncan.com).

#### **Item No. 1 - Approval of change of name of the Company:**

"RESOLVED that in accordance with the provisions of Section 13 read with Companies (Incorporation) Rules, 2014 and applicable provisions, if any, of the Companies Act, 2013 the "ACT" including any statutory modifications or re-enactment thereof for the time being in force the Memorandum of Association of the Company , Listing Agreement entered into by the Company with the BSE Limited where the shares of the Company are listed, the guidelines, regulations, circular and clarification issued by the Government of India (GOI) , Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals , consents, permissions or sanctions agreed to by the Board of Directors of the Company ("the Board" which term shall be deemed to include any committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution ) , the consent of the Members be and is hereby accorded to change the name of the Company from SCHRADER DUNCAN LIMITED to "DUNCAN ENGINEERING LIMITED" and immediately upon the said change in the name of the Company becoming complete and effective, the new name be substituted for the existing name wherever it appears in the Memorandum and Articles of Association and in all other records or documents of Company."

#### **Item No. 2- Alteration of Memorandum of Association**

"RESOLVED that subject to the confirmation by the Ministry of Corporate Affairs, Central Government under Section 13 of the Companies Act, 2013 clause 1 of the Memorandum of Association of the Company be and is hereby substituted:

1. The name of the Company is "DUNCAN ENGINEERING LIMITED."

#### **Item No. 3 – Alteration of Articles of Association**

"RESOLVED that in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be

altered by deleting the existing name of the Company (Schrader Duncan Limited) wherever appearing and substituting it with the new name of the Company (Duncan Engineering Limited).”

By Order of the Board  
For Schrader Duncan Limited

Sd/-  
Rajib Kumar Gope  
Company Secretary

Date: 13.09.2016

Registered Office:  
F-33, Ranjangaon MIDC  
Karegaon, Tal Shirur  
Pune 412 209

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**Notes:**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E voting and postal ballot.
3. Mrs. Shaswati Vaishnav, Practicing Company Secretary (ACS 11392, CP 8675) has been appointed as Scrutinizer for conducting the E voting/postal ballot in accordance with the law in a fair and transparent manner.
4. The Company engaged National Securities Depositories Limited (“NSDL”) to offer Evoting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of the working hours of 30<sup>th</sup> September, 2016 i.e. “the cut off date”. Voting Rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the cut off date. E voting is optional for members. The Postal Ballot Notice is sent electronically to all shareholders who have registered their email addresses with the Company/Depositories and to other shareholders by Registered Post.
5. The Postal Ballot form together with the self addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self addressed business reply envelope, so as to reach the Scrutinizer on or before 18.00 hours on 22<sup>nd</sup> November, 2016.
6. The shareholders are requested to exercise their voting rights by using the attached original postal ballot form
7. Members desiring to exercise their vote by using E voting facility, should carefully follow the instructions for E voting printed in this notice. A member can log in any number of times till the votes are cast on all the resolutions or till the end of the Voting Period whichever is earlier.
8. Members have an option to request for physical copy of the Postal Ballot form from Company’s Registrar and Transfer Agent viz. Link Intime India Private Limited, C -13, Pannalal Silk Mills Compound , L.B.S. Marg, Bhandup West, Mumbai – 400 078 or their office at Block No.202, 2<sup>nd</sup> floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411 001. Request can be sent through an e mail to bhagavant.sawant@linkintime.co.in by mentioning their Folio/DP id and Client Id No.
9. The Scrutinizer will submit his report on the votes polled through E voting/Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will or in his absence, any director or Company Secretary, will announce the results of Voting by Postal Ballot on 23<sup>rd</sup> November, 2016 and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or Director or Company Secretary as the case may be. The Scrutinizer’s decision on the validity of the votes cast through E-voting /Postal Ballot shall be final. The Results of the E-voting /Postal Ballot will be displayed at the Registered Office, posted on the Website of the Company [www.schraderduncan.com](http://www.schraderduncan.com) and intimated to the Stock Exchange on which the shares of the Company are listed.
10. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office/Corporate Office of the Company during 11.00 AM to 1.00 PM on all working days upto the date of declaration of the results of the E-voting/Postal Ballot.
11. Voting through electronic means:
  - (i) The voting period begins on October 24, 2016 at 9.00 hours and ends on November 22, 2016 at 18.00 hours . During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. 30<sup>th</sup> September, 2016, may cast their vote electronically. The e voting module shall be disabled by NSDL for voting thereafter.

- (ii) Log on to the e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the voting period.
- (iii) Click on Shareholders Tab.
- (iv) Now, select “Schrader Duncan Limited” from the drop down menu and click on “SUBMIT”;
- (v) Now enter your User ID
  - a. For NSDL : 8 Character DP ID followed by 8 Digits Client ID;
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below and fill the appropriate boxes:

<b>For Members holding shares in Demat Form and Physical Form :</b>	
PAN*	Enter your 10 digit alpha-numeric*PAN issued by Income Tax Department(in capital)(Applicable to both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation ’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant Schrader Duncan Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL’ and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to NSDL.
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to NSDL and on approval of the accounts they would be able to

- cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for scrutinizer to verify the same.

**In case members receiving the physical copy:**

- I. Please follow all steps from sl.no (i) to sl.no (xviii) above to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the Download section of the [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Or call on toll free no. 1800-222-990.

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## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

### **Item No. 1**

During the year 2012 the Company had entered into a Brand License Agreement dated March 14, 2012 with Schrader Bridgeport International Inc., to use their Trade Mark in relation to manufacture, marketing and sale of tyre valves and related products within the geographical area of the Republic of India by virtue of the execution of a Trade Mark Agreement.

The period of five years ends during March, 2017 and the Company would discontinue the usage of the trade name "Schrader". Meanwhile, the Company has also re aligned its manufacturing activities to improve its profitability by discontinuing the manufacture of commercially unviable products and hence shut down its Tube Valve product line from April 2016.

Your Company is now focused on manufacture and sale of products of the Fluid Power and Automation range which will be more profitable for the Company. Presently the Company has decided to concentrate on the other product which is pneumatic cylinders (Fluid Power & Automation) and its accessories. During the last financial year, Fluid Power and Automation activity has contributed around 52% of the total turnover of the Company.

Pursuant to the provisions of Section 13(3) of the Companies Act, 2013, any alteration in the name clause of Memorandum of Association of the Company shall be made only after obtaining the consent of the Shareholders by passing a Special Resolution and subject to approval of the Central Government.

The Company has received the name availability letter from the MCA wherein the name "DUNCAN ENGINEERING LIMITED" has been made available to the Company. The Company has also obtained in principle approval from BSE pursuant to Regulation 45 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

The Board recommends the resolution for approval by the Members.

None of the Directors of the Company and Key Managerial Personnel or their relatives is concerned financially or interested in the resolution.

### **Item No. 2 & 3**

The name of the Company is being changed from "Schrader Duncan Limited" to "Duncan Engineering Limited" subject to approval of the Central Government & Ministry of Corporate Affairs and to give effect to this change, necessary amendments to the respective clauses in the Memorandum & Articles of Association of the Company is necessary.

Consent of the shareholders by passing a Special Resolution is required in this regard. Copies of Memorandum and Articles of Association of the Company shall be furnished to every shareholder of the Company at his request on payment of an amount as may be fixed by the Board to recover reasonable cost and expenses, not exceeding such amount as fixed under applicable Law.

The Board recommends the resolution for approval by the Members.

None of the Directors of the Company and Key Managerial Personnel or their relatives is concerned financially or interested in the resolution.

By Order of the Board  
For Schrader Duncan Limited

Sd/-  
Rajib Kumar Gope  
Company Secretary

Date: 13.09.2016  
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