

DUNCAN ENGINEERING LIMITED



Registered Office: F-33, Ranjangaon MIDC, Karegaon, Tal- Shirur, Pune-412209
CIN No. L28991PN1961PLC139151
Email: complianceofficer@duncanengg.com
Website: www.duncanengg.com
Phone: +91 2138 660-066 Fax: +91 2138 660-067

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, that the Resolution appended below for continuation of Mr. Brij Behari Tandon & Mr. Om Prakash Dubey, Non Executive Independent Directors pursuant to Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements (Amendment) Regulations, 2018, is proposed to be passed as an Special Resolutions by the Members of Duncan Engineering Limited (the “Company”) by way of Postal Ballot including voting by electronic means (“**e-voting**”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a postal ballot form (“**Postal Ballot Form**”). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company appointed Shaswati Vaishnav (Membership No. ACS 8675) Vaishnav Associates, Company Secretaries, Pune, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Tuesday, 12th March, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.duncanengg.com and on the website of NSDL www.evoting.nsdl.com.

RESOLUTIONS:

Item No.1

SPECIAL RESOLUTION:

“**RESOVED** that pursuant to Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements (Amendment) Regulations, 2018, (to be effective from 01.04.2019) the approval of the Company be and is hereby accorded for continuation of Mr. Brij Behari Tandon (holding DIN 00740511), as Non Executive Independent Director of the Company;

RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution”

Item No. 2

SPECIAL RESOLUTION:

“**RESOVED** that pursuant to Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements (Amendment) Regulations, 2018, (to be effective from 01.04.2019) the approval of the Company be and is hereby accorded for continuation of Mr. Om Prakash Dubey (holding DIN 00228441), as Non Executive Independent Director of the Company;

RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution”

By order of the Board

Date:24.01.2019
Place: Pune

Rajib Kumar Gope
Company Secretary

Registered office:

F-33 Ranjangaon, MIDC, Karegaon,
Tal.Shirur, Dist. Pune 412209
CIN: L28991PN1961PLC139151;
Tel: 021 3866 0066; Fax: 021 3866 0067
E-mail: complianceofficer@duncanengg.com;
website: www.duncanengg.com

NOTES:

1. Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the proposed resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company’s website, [www. Duncanengg.com](http://www.Duncanengg.com) and on the website of National Securities Depository Limited (NSDL) www.evoting.nsd.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, 1st February, 2019** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. **Tuesday, 12th March, 2019**.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Tuesday, 12th March, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Tuesday, 12th March, 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsd.com or from the Company’s website www.duncanengg.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) Tuesday, 12th March, 2019.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company’s website, www.duncanengg.com or from the website of NSDL, www.evoting.nsd.com
11. The instructions for e-voting are as under:
The details of the process and manner for remote e-voting are explained herein below:
Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsd.com/>
Step 2: Cast your vote electronically on NSDL e-voting system.
Details on Step 1 are mentioned below:
How to Log-in to NSDL e-voting website?
 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsd.com either on a Personal Computer or on a mobile phone.
 2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your user Id details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
A. For Members who hold shares in demat account with NSDL. 12***** then your user ID is IN300***12*****	8 Character DP ID followed by 8 Digit Client IDF or example if your DP ID is IN300*** and Client ID is
B. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary IDF for example if your Beneficiary ID is 12***** then your user ID is 12*****
C. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company,
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shaswati.vasisnav@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. 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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
12. Other Instructions:
- i. The e-voting period commences **from 9.00 a.m. (IST) Monday, 11th February, 2019 to 5.00 p.m. (IST) to Tuesday, 12th March, 2019**. During this period, Members holding shares either in physical form or in dematerialized form, as on 1st February 2019 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
 - ii. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
 - iii. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, placed on the Company's website, www.duncanengg.com and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Resolution No.1

Pursuant to Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements) (Amendment) Regulations 2018, notified on 9th May 2018, no Listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect passed by the Members of the Company.

Mr. Brij Behari Tandon (holding DIN 00740511), aged 78 years is a post graduate in Economics and a graduate in law. He was a Member of Indian Administrative Services from 1965 to 2001.

Mr. Tandon has held top level posts in the Government of India (both Central and State). He retired as Chief Election Commissioner of India. In his capacity as Additional Secretary, Department of Company Affairs, he was also a Member of the Securities Exchange Board of India (SEBI) as “Special Invitee” At the level of State Government, Mr. Tandon held the key post of Principal Secretary (Power) and Principal Secretary (Industries). He also served as Managing Director of various State Public Sector Undertakings like H P Mineral & Industrial Development Corporation and H P Agro Industries Corporation.

Mr. Tandon holds directorship of the following Companies:

- Birla Corporation Limited
- Jai Prakash Power Ventures Limited
- Oriental Carbon & Chemicals Ltd.
- Duncan Engineering Limited
- Exicom Tele-systems Limited
- Ambience Private Limited
- Filatex India Limited
- Jinbhuvesh Power Generations Ltd
- Extramarks Education Foundation

Mr. Brij Behari Tandon does not hold any shares in the Company

Mr. Brij Behari Tandon is not related to any Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Mr. Brij Behari Tandon as an Independent Director.

Accordingly, the Board recommends the resolution for continuation of Mr. Brij Behari Tandon as an Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Tandon, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in item No.1. This explanatory statement may also be regarded as a disclosure under Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements) (Amendment) Regulations 2018.

Resolution No.2

Pursuant to Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements) (Amendment) Regulations 2018, notified on 9th May 2018, no Listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect passed by the Members of the Company.

Mr. O.P. Dubey (Holding DIN 00228411) aged about 78 years is a Masters in Sociology and a graduate in Law. He began his career with Life Insurance Corporation, where he served for 36 years. He was a Member of the Governing Board and also a Professor at National Insurance Academy, Pune from November 2001 to November 2004. During his tenure with LIC of India, he was deeply involved in the area of general management, marketing, insurance, legal aspects and human resource development. Earlier he was on the Board of U P State Financial Corporation, NEDFI, Guwahati, Assam and Associated Cement Companies Limited (ACC). Before retiring from LIC of India in 2001, he was Zonal Manager in charge of Eastern Zone, Kolkata in the rank of Executive Director. Presently he is a visiting faculty at various Management Institutes.

He is a Director in Oriental Carbon & Chemicals Limited and Duncan Engineering Limited.

Mr. O.P. Dubey does not hold any shares in the Company.

Mr. O.P. Dubey is not related to any Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail services of Mr. O.P. Dubey as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. O.P. Dubey as an Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Dubey, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in item No. 2. This explanatory statement may also be regarded as a disclosure under Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements) (Amendment) Regulations 2018.

By order of the Board

Date: 24.01.2019

Place: Pune

Rajib Kumar Gope
Company Secretary

Registered office:

F-33 Ranjangaon, MIDC, Karegaon,

Tal. Shirur, Dist. Pune 412209

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