

DUNCAN ENGINEERING LIMITED

(Formerly Known as Schrader Duncan Limited)

Regd. Office: F33, Ranjangaon MIDC Karegaon, Tal Shirur Pune 412220**CIN:** L28991PN1961PLC139151, **Website:** www.duncanengg.com**Tel:** + 91-2138-660066, **Fax:** + 91-2138-660067**Email ID:** complianceofficer@duncanengg.com**NOTICE**

Notice is hereby given that the Sixty-Fifth (65th) Annual General Meeting ("AGM") of the Members of Duncan Engineering Limited ("the Company") will be held on Friday, July 24, 2026, at 03:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") facility to transact the following business:

ORDINARY BUSINESS:**ITEM NO.1:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2026 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2:

To declare dividend of ₹ 3.00/- per equity share of face value of ₹ 10/- each for the financial year ended 31st March 2026.

ITEM NO.3:

To appoint a director in place of Mr. Arvind Goenka (DIN-00135653), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS**ITEM NO.4:**

To re-appoint Mr. Akshat Goenka (DIN:07131982) as Managing Director of the Company and approve the remuneration.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and pursuant to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company ("Board"), consent of the Members be and is hereby accorded for the re-appointment of Mr. Akshat Goenka (DIN: 07131982) as Managing Director of the Company, for a further period of three (3) years commencing

from February 09, 2027 up to February 09, 2030, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board (including any Committee thereof) to alter, vary, modify and revise the terms and conditions of the said re-appointment and remuneration, from time to time, in such manner as may be permissible in law and as may be agreed to between the Board and Mr. Akshat Goenka.

RESOLVED FURTHER THAT during the tenure of his re-appointment, Mr. Akshat Goenka shall be entitled to the following remuneration:

1. Commission up to a maximum of 5% of the Profits Before Tax of the Company or ₹ 1.33 Crore per annum, whichever is higher. The commission may be paid on a quarterly basis in such manner as may be determined by the Board.
2. In addition to the above, payout under the Long-Term Incentive Plan (LTIP) for the period commencing from April 1, 2025 and ending on March 31, 2028, as approved by the Nomination and Remuneration Committee and the Board for members of the senior management team, shall also be applicable to Mr. Akshat Goenka based on the approved performance criteria and achievement of actual performance outcomes. The payout under the said plan shall be made in June 2028.

RESOLVED FURTHER THAT pursuant to the provisions of Section V of Part II of Schedule V to the Act, consent of the Members be and is hereby accorded for Mr. Akshat Goenka to draw remuneration from the Company as well as from OCCL Limited, where he holds office as Joint Managing Director, provided that the aggregate remuneration drawn from both the companies may exceed the higher of the maximum limits permissible from any one of the companies in which he holds office as a managerial person, subject to compliance with the applicable provisions of the Act.

RESOLVED FURTHER THAT the remuneration payable to Mr. Akshat Goenka as approved herein shall be paid notwithstanding that such remuneration may exceed:

- (i) the limits specified under Section 197 of the Act read with Schedule V thereto; and/or
- (ii) the limits prescribed under Regulation 17(6)(e) of the SEBI Listing Regulations, subject to receipt of such approvals, permissions and sanctions as may be necessary under applicable laws.

RESOLVED FURTHER THAT the Board and/or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, including filing of necessary forms and returns and to settle any question, difficulty or doubt that may arise in this regard, as it may in its absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution."

For **Duncan Engineering Limited**
By Order of the Board of Directors

Shanu Gupta

Company Secretary

Mem No.: A74877

Place: Noida

Date: May 16, 2026

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details of material facts relating to the Special business to be transacted at this Annual General Meeting (AGM), is annexed hereto. Information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is included in the explanatory statement.

The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

[General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"]

The detailed procedure for participating in the AGM through VC/OAVM mentioned in the notice.

2. Pursuant to the provisions of the Act and SEBI Listing Regulations, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this

AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.

3. Corporate Member(s) intending to appoint their authorized representative(s) to attend the AGM through VC/OAVM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, and Rules thereof including amendments thereunder, to the Scrutinizer by e-mail at shaswati.vaishnav@gmail.com with a copy marked to complianceofficer@duncanengg.com.
4. The facility for participation at the AGM through VC/OAVM is limited and on a first-come-first-serve basis. The same shall open 15 minutes before the time scheduled for the AGM and close after the expiry of 15 minutes from the scheduled time for the AGM. However, the participation of members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM is not restricted on account of first come first serve basis.
5. The Members attending the AGM through VC/OVAM will be counted to reckon the quorum under Section 103 of the Companies Act, 2013.
6. The relevant details with respect to "Director seeking re-appointment at this AGM" are provided as **Annexure A**.
[Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India].
7. The dividend, if declared at the AGM, will be paid to those members, whose name appear as Beneficial Owners as at the end of the business hours on Friday, July 17, 2026, in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of equity shares held in electronic form; and whose name appear as Members in the Register of Members of the Company on Friday, July 17, 2026.
8. TDS on Dividend: For the prescribed TDS rates for various categories, please refer to the Income Tax Act 2025 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the DPs (if shares are held in dematerialized form) and the Company/Registrar & Share Transfer Agent ("RTA") (if shares are held in physical form). Members may submit the tax exemption by email to pankaj.khot@duncanengg.com or kamal.saria@duncanengg.com latest by Friday, July 10, 2026

Category of Shareholder	Document(s) to be submitted/ uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	Form 121 (erstwhile Form 15G or Form 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	<ul style="list-style-type: none"> No Permanent Establishment Declaration Beneficial Ownership Declaration Tax Residency Certificate Copy of electronically filed Form 10F Any other document which may be required

**If PAN is incorrect/invalid/inoperative/not linked to Aadhar then tax will be deducted at higher rates and credit of TDS may not be available. [Section 397 of the Income Tax Act, 2025]*

Members are requested to submit the latest Forms to avail of exemption of TDS. The erstwhile Forms shall not be accepted for this purpose. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to the Company.

- In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries by providing full name, DP ID and Client ID / Folio Number, and contact number at email address viz. complianceofficer@duncanengg.com at least 7 days in advance of the date of this meeting so that the information can be made available at the time of this meeting.
- Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and Rules thereunder, including amendments thereof, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for 7 years from the date of such transfer is required to be transferred to the 'Investor Education and Protection Fund (IEPF)'. In accordance with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, shares in respect of which dividend remains unpaid or unclaimed for 7 consecutive years are also transferred to the IEPF Authority.

The Company has transferred unpaid/unclaimed dividend up to the financial year 2009–10 to the IEPF Authority. Corresponding shares relating to such unpaid/unclaimed dividends have also been transferred to the IEPF Authority. The Company did not declare any dividend for the financial years from 2010–11 to 2021–22. Shareholders may claim their shares/dividend from the IEPF Authority by submitting an application in the prescribed form and manner.

The Company has declared dividends for the following financial years:

- FY 2022–23 (AGM held on 27th July 2023)
- FY 2023–24 (AGM held on 22nd July 2024)
- FY 2024–25 (AGM held on 24th July 2025)

11. Mandatory Electronic Payment of Dividend:

With effect from November 18, 2025, dividends shall be processed predominantly through electronic mode, in line with SEBI requirements. Payment through dividend warrants or cheques has been discontinued.

Payment shall be made subject to:

- Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/RTA (for shareholders holding shares in physical form)
- Updating of bank details with Depository Participants (for shareholders holding shares in dematerialized form)

Pursuant to SEBI Master Circular dated February 6, 2026 (as amended from time to time), read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of dividend, including unpaid/unclaimed dividend, shall be made through electronic mode, subject to availability of updated PAN, KYC and bank account details of the shareholders. For more details, please visit the web link: <https://web.in.mpms.mufg.com/KYC-downloads.html>

12. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile number, PAN, mandates, nomination, power of attorney, bank details viz. name of the bank and branch, bank account number, MICR code, IFSC, etc., in the following manner:

- For shares held in dematerialized form: to their Depository Participants (DPs).
- For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other applicable forms.

[Pursuant to SEBI Master Circular No. SEBI/HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 6, 2026 (as amended from time to time)]

13. Dematerialization of Shares

SEBI has mandated the listed companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the

shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. [SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I /4298/2026 dated February 6, 2026]

#Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Request for transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same, to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard.

[Regulation 40(1) of the SEBI Listing Regulations]

14. Simplification of procedure for Issuance of Duplicate Share Certificate:

SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialized form. [SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026] please refer website of RTA for the relevant documentation list.

15. Special Window for lodgment of physical share transfer requests:

A special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgment of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company/RTA. The Company has communicated the opening of this special window through newspaper advertisements.

[SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026].

16. Consolidation of Share Certificates: Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialized form only.

17. Nomination facility:

The facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13 with the RTA. If a member

desires to opt out or cancel the earlier nomination and record a fresh nomination, the Members may submit the same in Form ISR-3 or SH-14 as the case may be. Members holding shares in dematerialized form are requested to register their nomination details with their DPs.

The Nomination Form SH-13 is available on the website of RTA of the Company and on the website of the Company www.duncanengg.com

18. Dispute Resolution: SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal.

[SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]

Link to access SMART ODR Portal is <https://smartodr.in/login>

19. Register E-mail Address: Members are requested to register their e-mail addresses with RTA viz. MUFG Intime India Private Limited in case of holding of shares in physical form and with concerned DPs in case of shares held in dematerialized form.

To receive the correspondence, Members are requested to register their e-mail address(es) or changes therein, if any, at the earliest, to receive the aforesaid AGM Notice, Annual Report, and login ID & password for e-voting electronically. Shareholders holding shares in dematerialized mode are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Shareholders holding shares in physical mode are requested to furnish their email addresses and mobile numbers with the Company at complianceofficer@duncanengg.com or its RTA Agent viz. MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com.

20. In compliance with the aforesaid MCA Circulars and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the Notice of AGM and Annual Report along with login details for joining the AGM through VC / OAVM facility including e-voting are being sent only through electronic mode to those Members whose email address are registered with the Company or DP or RTA, unless the Members have registered their request for physical copy of the same. A letter providing the web-link for accessing the Notice of AGM and Annual Report, including the exact path, will be sent to those Members who have not registered their email address with the Company or DP or RTA. Members may note that the Notice and Annual Report will also be available on the Company's website www.duncanengg.com on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of the e-Voting service provider at <https://in.mpms.mufg.com/>.

Members holding shares in physical form and who have not registered their email address with the Company can now register the same by sending an email to Compliance Officer of the Company at complianceofficer@duncanengg.com and/or by sending request to the RTA of the Company.

- 21. Inspection Documents:** The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice will be available electronically for inspection by the Members before as well as during the AGM. Members seeking inspection of such documents can send an email to complianceofficer@duncanengg.com
- 22.** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP, and holdings should be verified from time to time.
- 23.** MUFG Intime India Private Limited will provide facility for voting through remote e-Voting, for participation in this AGM through VC / OAVM facility, and e-Voting during this AGM.
- 24. Instructions for e-voting and procedure for joining the AGM through VC/OAVM**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, including amendments thereunder and the circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting and e-voting on the date of AGM to its Members in respect of the business to be transacted at the 65th Annual General Meeting.

For this purpose, the Company has engaged the services of MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by MUFG Intime India Private Limited.
 - II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

III. THE INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a. Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c. Enter the OTP received on your registered email ID/ mobile number and click on login.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**METHOD 3 - NSDL e-voting website**

- Visit URL: <https://www.evoting.nsd.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 - CDSL e-voting page**

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:**Shareholders registered for Easi/ Easiest facility:**

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be

redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio No. , registered with company.

- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio No. , registered with company.

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank

Account Number (last four digits), as recorded with your DP/Company.

- o Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
- o Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
- o Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

- 5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%^), at least one numeral, at least one alphabet and at least one capital letter).

- 6. Enter Image Verification (CAPTCHA) Code.

- 7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution,

you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian/ Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall

also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No</u> + <u>Folio No.</u> , registered with company.

- Click on "Login" under 'SHARE HOLDER' tab.
 - Further Click on "forgot password?"
 - Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
 - Click on "SUBMIT".
- In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>
- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
 - Further Click on "forgot password?"
 - Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
 - Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password: Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxation will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN
 - I. Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - II. Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - III. Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided by MUFG Intime, if applicable.
 - IV. Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - V. Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click "Go to Meeting".

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- I. Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- II. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

III. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

IV. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

On the Shareholders VC page, click on link "Cast your vote".

- I. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- II. Click on 'Submit'.
- III. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- IV. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- V. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- a) Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so,

shall be eligible to vote through e-Voting facility during the meeting.

- b) Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- c) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- d) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- e) Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

HELPDESK:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: Tel: 022 – 4918 6000 / 4918 6175.

- 25. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, July 17, 2026. E-voting starts from 9:00 a.m. (IST) Tuesday, July 21, 2026 and ends at 5:00 p.m. (IST) Thursday, July 23, 2026.
- 26. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday July 17, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or option available on www.evoting.nsdl.com or call on toll-free no. 1800-1020-990 and 1800-22-44-30. In case

of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, July 17, 2026 may follow steps mentioned in the Notice of the AGM.

- 27. A person who is not a member on the cut-off date should treat this notice for information purposes only.
- 28. Mrs. Shaswati Vaishnav, Practicing Company Secretary, (Membership No. ACS 11392 CP No. 8675), Pune has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process fairly and transparently.
- 29. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “e-voting facility availed from MUFG Intime India Private Limited” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 30. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing. The results will be announced within the time stipulated under the applicable laws.
- 31. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.duncanengg.com and the website of MUFG Intime India Private Limited <https://in.mpms.mufg.com/> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange viz. BSE Limited.
- 32. Transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording the minutes of the proceedings of this AGM.

For **Duncan Engineering Limited**
By Order of the Board of Directors

Shanu Gupta

Company Secretary
Mem No.: A74877

Place: Noida
Date: May 16, 2026

ANNEXURE-A

Details of Director seeking reappointment at this AGM

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Sr. No.	Particulars	Remarks
1.	Name of the Director	Mr. Arvind Goenka
2.	Designation	Chairman and Non -Executive Director
3.	DIN	00135653
4.	Date of Birth (Age)	June 05, 1962 (64 Years)
5.	Date of appointment on the Board	June 25, 1991
6.	Qualifications	B. Com. (Hons.)
7.	Terms and conditions of reappointment	As per the terms of original appointment
8.	Expertise in specific functional areas	He has over 37 years' experience of managing companies in Jute, Textile, Rubber & Chemical Industries. He has been instrumental in steering the restructuring programme and financial turnaround of the Company.
9.	Number of meetings of the Board attended during the financial year 2025-26	5 out of 5 meetings in FY 2025-26
10.	Chairman/members of the Committee of the Board of Directors of the Company	Chairman – Stakeholder Relationship Committee Member <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Stakeholder Relationship Committee
11.	Directorship held in Other Company	<ul style="list-style-type: none"> • AG Ventures Ltd • OCCL Limited • Duncan International (India) Private Ltd • Dynamic Success Projects Private Limited
12.	Committee position held in others	<ul style="list-style-type: none"> • AG Ventures Ltd Chairman - Corporate Social Responsibility Committee Member - Stakeholder Relationship Committee • OCCL Limited Chairman - NIL Member - Stakeholder Relationship Committee Operational & Finance Committee Corporate Social Responsibility Committee
13.	Relationship with other Directors	Mr. Akshat Goenka (Son)
14.	No. of equity shares held in the Company	NIL
15.	Listed Entities from which he has resigned as Director in past 3 years	None

EXPLANATORY STATEMENT

ITEM NO.4 OF THE NOTICE

The Members of the Company had approved the re-appointment of Mr. Akshat Goenka as Managing Director of the Company for a term of five (5) years commencing from February 09, 2022 and ending on February 08, 2027. The present term of office is due to expire on February 08, 2027.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 16, 2026 approved the re-appointment of Mr. Akshat Goenka as Managing Director of the Company for a further period of three (3) years commencing from February 09, 2027 up to February 09, 2030, subject to approval of the Members.

Mr. Akshat Goenka is a graduate in Economics and International Relations from the University of Pennsylvania, USA and an alumnus of Harvard Business School. He possesses rich experience in business management, strategy, operations and finance and has played a significant role in strengthening the operational and financial performance of the Company. The Board is of the view that his continued association would be beneficial for the long-term growth and strategic direction of the Company.

The proposed remuneration payable to Mr. Akshat Goenka includes commission up to 5% of the Profit Before Tax of the Company or ₹ 1.33 Crore per annum, whichever is higher, along with payout under the Long-Term Incentive Plan ("LTIP") for the period commencing from April 1, 2025 and ending on March 31, 2028, subject to achievement of approved performance criteria.

The LTIP has been structured to align managerial remuneration with long-term shareholder value creation and sustainable financial performance. Under the said plan, the incentive payout shall primarily be linked to growth in the Company's market capitalization over the three-year performance period, with a benchmark market capitalization of approximately ₹ 150 Crore. The LTIP pool shall be created as a percentage of the incremental market capitalization achieved during the period, being 4% where the increase is between ₹ 250 Crore to ₹ 350 Crore and 5% where the increase exceeds ₹ 350 Crore.

The payout under the LTIP shall further be subject to achievement of prescribed financial performance thresholds, namely:

- average Return on Equity (ROE) of 20% or more; and/or
- average Return on Capital Employed (ROCE) of 15% or more, calculated over the three-year period after considering LTIP cost.

In the event the prescribed performance thresholds are not achieved, no payout shall accrue under the LTIP. The payout, if any, shall be made in 2028 after completion of the performance period and shall remain subject to applicable terms and conditions of the scheme, including continuation of employment.

Under the LTIP structure, the indicative allocation of the incentive pool shall be as follows:

- Managing Director – 37%;
- Chief Operating Officer – 33%; and
- balance 30% shall remain unallocated and may be distributed at the discretion of the Nomination and Remuneration Committee at a later stage, including adjustment to the above allocations, subject to no individual receiving more than 60% of the total LTIP pool.

The proposed remuneration, including payout under the Long-Term Incentive Plan ("LTIP"), has been recommended by the Nomination and Remuneration Committee and approved by the Board considering his experience, responsibilities, industry benchmarks and long-term value creation for shareholders.

The information as required under Section II of Part II of Schedule V to the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Annexure forming part of this Notice.

Except Mr. Akshat Goenka and Mr. Arvind Goenka, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Annexure to Notice**Additional Information pursuant to Schedule V of the Companies Act, 2013****Table I:**

Sr. No.	Particulars	Remarks
1.	Name of the Director	Mr. Akshat Goenka
2.	DIN	07131982
3.	Date of Birth	27.09.1987
4.	Nationality	Indian
5.	Date of appointment on the Board	09.02.2017
6.	Expertise in specific functional area	Company Management, Global Marketing Strategy and Planning, Risk and compliance oversight, Critical and Innovative thoughts, spearheading new projects and Finance & Accounts
7.	Number of shares held in the Company	Nil
8.	List of Directorship held in other Companies*	AG Ventures Limited OCCL Limited
9.	Number of Board Meeting attended during the year	5 out of 5 meetings held during the year
10.	Chairman/ Member in the Committees of the Boards of companies in which he is a director*	<ul style="list-style-type: none"> • Member of Audit Committee, Stakeholders Relationship Committee of AG Ventures Limited • Member of Audit Committee, Stakeholders Relationship Committee of OCCL Limited • Member of Stakeholders Relationship Committee of the Company.
11.	Relationships between Directors inter-se	Mr. Arvind Goenka (Father)
12.	Terms and Conditions of Appointment	Managing Director
13.	Remuneration details (Including Sitting Fees & Commission)	Please refer Corporate Governance Report

*Note: Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Table II:

I. GENERAL INFORMATION:	
1. Nature of industry	The Company is engaged in the business of manufacturing pneumatic, valves, cylinders, actuators, etc.
2. Date or expected date of commencement of commercial production	The Company is in the business of manufacturing pneumatic, valves, cylinders, and actuators since 1961.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4. Financial performance based on given indicators	<p>FY 2025-2026: Revenue from Operations: ₹ 8,067.35 Lakhs; Profit/(Loss) Before Tax: ₹ 653.04 Lakhs; Profit/(Loss) After Tax: ₹ 486.01 Lakhs</p> <p>FY 2024-2025: Revenue from Operations: ₹ 8,471.35 Lakhs; Profit/(Loss) Before Tax: ₹ 674.76 Lakhs; Profit/(Loss) After Tax: ₹ 521.07 Lakhs</p> <p>FY 2023-2024: Revenue from Operations: ₹ 6,510.16 Lakhs; Profit/(Loss) Before Tax: ₹ 923.58 Lakhs; Profit/(Loss) After Tax: ₹ 687.38 Lakhs</p>
5. Foreign investments or collaborations, if any.	The Company incorporated a Wholly Owned Subsidiary Company in the Kingdom of Saudi Arabia (KSA) on December 11, 2025, <i>inter-alia</i> to carry out the business activities of the Company and for expanding its market presence in the Middle East Region
II. Information about the appointee:	
1. Background details	<p>Mr. Akshat Goenka is a graduate in Economics and International Relations from the University of Pennsylvania, USA and an alumnus of Harvard Business School. He is a dynamic and visionary business leader with over ten years of experience in corporate management, business strategy and operational leadership. He has been instrumental in driving the Company's transformation into a future-ready and high-performance organization through strategic initiatives, operational improvements and customer-focused product development. Under his leadership, the Company has strengthened its product portfolio, enhanced operational efficiency and achieved significant improvement in its overall business and financial performance.</p> <p>Mr. Goenka is also the Joint Managing Director of OCCL Limited, where he played a pivotal role in the establishment and expansion of Phase-I, Phase-II and Phase-III of the Insoluble Sulphur manufacturing plant at SEZ Mundra, Gujarat. He has also contributed significantly towards fostering a culture of innovation, accountability and continuous improvement across the organization.</p>
2. Past remuneration	<p>Remuneration Paid:</p> <ul style="list-style-type: none"> • ₹ 1 crore for Financial Year 2023-24 • ₹ 1.1 core for Financial Year 2024-25 • ₹ 1.21 crore for Financial Year 2025-26
3. Recognition or awards	Not Applicable
4. Job profile and his suitability	Mr. Akshat Goenka is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. He has strong academic background and rich industry experience.
5. Remuneration proposed	As stated in the Resolution at Item No. 4 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Akshat Goenka has rich industry experience in the management of the affairs of the Company. Considering his experience and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
7. Pecuniary relationships directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any.	Mr. Akshat Goenka is son of Mr. Arvind Goenka, Non-Executive Director & Chairman of the Company.
III. Other information:	
1. Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the provisions of Section 197 of the Companies Act, 2013, and as a matter of abundant precaution.
2. Steps taken or proposed to be taken for improvement	The Company continues to take necessary steps to improve its future performance.
3. Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.