

**Consolidated Scrutinizer's Report on Remote e-Voting and e-voting conducted at the 64<sup>th</sup>  
Annual General Meeting of Duncan Engineering Limited held on July 24, 2025.**

To ,  
The Chairman,  
Duncan Engineering Limited  
F 33, Ranjangaon MIDC, Karegaon,  
Shirur, Pune -412209, India

The 64<sup>th</sup> (Sixty-Fourth) Annual General Meeting of the Equity Shareholders of Duncan Engineering Limited held on July 24, 2025 at 11:00 A.M. (IST) through video conferencing (VC) / other audio-visual means ('OAVM').

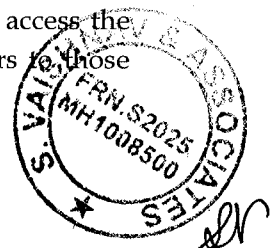
**Sub: Consolidated Scrutinizer Report on remote E Voting and AGM e voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended.**

Dear Sir,

I, Shaswati Vaishnav, S Vaishnav & Associates, Practicing Company Secretary (FRN No. S2025MH1008500 ) have been appointed as the Scrutinizer by the Board of Directors of Duncan Engineering Limited pursuant to Section 108 of Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules 2015 to conduct remote e-voting as well as electronic voting (remote) at the 64th Annual General Meeting (AGM) of Duncan Engineering Limited on Thursday , July 24, 2025 at 11.00 A.M. (IST) through VC/OAVM.

The AGM was held on Thursday, July 24, 2025 by VC or OAVM and the voting items had been transacted as per the Notice of this AGM in due compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with General Circular No. 09/2024 dated September 19 , 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3 , 2024 issued by the Securities and Exchange Board of India ("SEBI") read with all other earlier and relevant circulars issued in this regard from time-to-time (collectively referred to as "Circulars").

The venue for the AGM was the place where Chairman of the Board conducted the meeting. Further pursuant to the MCA and SEBI Circulars, the Notice of the AGM alongwith the Annual Report for FY 2024-2025 was sent in electronic form only to those Members whose email id address was registered with the Company/Depository. Further, to comply with the recent amendments in SEBI Regulations a web-link containing the exact path to access the complete Annual Report has been sent by physical mode through Inland Letters to those



Members who have not registered their email addresses with the Company, the RTA, or their Depository Participants. The Notice calling the 64th AGM has been uploaded on the website of the Company at [www.duncanengg.com](http://www.duncanengg.com). The notice can also be accessed from the website of the BSE i.e. [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of MUFG Intime India Private Limited <https://in.mpms.mufg.com/> (agency for providing remote e voting facility.)

Since this AGM was held pursuant to MCA Circulars through VC or OAVM physical attendance of Members had been dispensed with. Accordingly, in terms of the above notice of MCA and SEBI circulars, the facility for appointment of proxies by Members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The Notice dated May 16, 2025 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in which resolutions proposed at the AGM of the Company.

The Company had availed e voting facility offered by MUFG Intime India Private Limited (previously known as Link Intime India Private Limited) - <https://instavote.linkintime.co.in/> for conducting remote e voting by the shareholders of the Company.

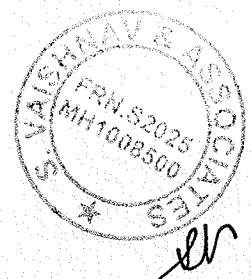
The Shareholders of the Company holding shares as on the cut-off date i.e. July 17 2025, 3941 Members were entitled to vote on the resolution as contained in the Notice of the AGM.

The voting period for remote e voting commenced on Monday 21st July, 2025 at 9.00 A.M. (IST) and ended on Wednesday July 23, 2025 5.00 P.M. (IST) and the Instavote platform was blocked in due time. After the closure of the voting at the AGM the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.


The vote cast under remote e voting facility was thereafter unblocked. I have scrutinized and reviewed the remote e voting and the casting through electronic (remote) e voting at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer for the remote E-voting and voting conducted through electronic remote voting at the meeting is restricted to making a scrutinizers report of the votes cast in favor or against the resolution.

Based on the results made available to me 13 Members have cast their vote through remote e-voting platform and none of the members have cast their vote by means of e-voting during AGM



The AGM was closed at 11.46 A.M. I submit herewith as an ANNEXURE I prescribed by SEBI for a consolidated results and additional report.

Thanking you  
Shaswati Vaishnav   
S VAISHNAV & ASSOCIATES  
FRN NO. S2025MH1008500  
Scrutinizer  
UDIN A011392G000851891  
Place: Pune,  
Date: July 24, 2025

Thereafter, I as scrutinizer duly compiled the details of remote e voting carried out by the Members together with the e voting done during AGM, the details of which are as follows:

Details	Remote E Voting	E voting during AGM	Total Voting
Number of Members who cast their votes	13		-
Total No. of shares held by them	2851912		2851912
Valid Votes	2851912		2851912

#### ADDITIONAL REPORT

DUNCAN ENGINEERING LIMITED - F 33 RANJANGAON MIDC  
KAREGAON, TAL SHIRUR PUNE 412 209, India

#### ORDINARY BUSINESS:

##### **Resolution 1 - Ordinary Resolution**

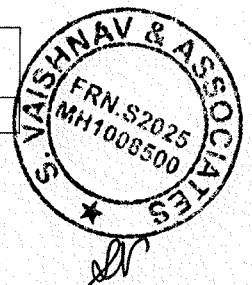
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2025 and the Reports of the Board of Directors and Auditors thereon

i. Voted in favour of the Resolution

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
13	2851912	100

ii. Voted against the resolution:

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
NIL	NIL	NIL



iii. Invalid Votes:

No. of Members whose votes were declared invalid	No. of invalid votes cast by them
NIL	NIL

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 1 as set forth in the AGM Notice dated May 16, 2025 has been passed by the Members with requisite majority. The Resolution is passed on July 24, 2025.

**Resolution 2 – Ordinary Resolution**

To declare dividend of Rs. 3.00/- per equity share of face value of Rs. 10/- each for the financial year ended 31 March 2025

i. Voted in favour of the Resolution

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
13	2851912	100

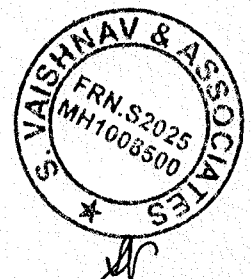
ii. Voted against the resolution:

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes:

No. of Members whose votes were declared invalid	No. of invalid votes cast by them
NIL	NIL

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 2 as set forth in the AGM Notice dated May 16, 2025 has been passed by the Members with requisite majority. The Resolution is passed on July 24, 2025.



### Resolution 3 -Ordinary Resolution

To appoint Mr. Akshat Goenka (DIN - 07131982), who retires by rotation and being eligible, offers himself for reappointment as a director.

i. Voted in favour of the Resolution

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
13	2851912	100

ii. Voted against the resolution:

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes:

No. of Members whose votes were declared invalid	No. of invalid votes cast by them
NIL	NIL

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 3 as set forth in the AGM Notice dated May 16, 2025 has been passed by the Members with requisite majority. The Resolution is passed on **July 24, 2025**.

### Resolution 4 - Ordinary Resolution

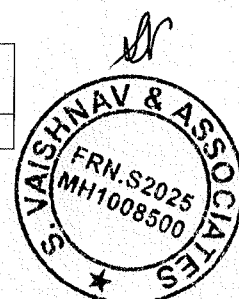
To re-appoint M/s. S. S. Kothari Mehta & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company and to determine their remuneration.

i. Voted in favour of the Resolution

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
13	2851912	100

ii. Voted against the resolution:

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
NIL	NIL	NIL



iii. Invalid Votes:

No. of Members whose votes were declared invalid	No. of invalid votes cast by them
NIL	NIL

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 4 as set forth in the AGM Notice dated May 16, 2025 has been passed by the Members with requisite majority. The Resolution is passed on **July 24, 2025**.

**SPECIAL BUSINESS:**

**Resolution 5 – Ordinary Resolution**

To appoint M/s. S. Vaishnav & Associates, Practicing Company Secretaries, (Firm Registration No. S2025MH 1008500) for a term of upto 5 (Five) consecutive years, fix their remuneration and in this regard

i. Voted in favour of the Resolution

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
13	2851912	100

ii. Voted against the resolution:

No. of Members who voted	No. of valid votes cast by them	% of total No. of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes:

No. of Members whose votes were declared invalid	No. of invalid votes cast by them
NIL	NIL

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 5 as set forth in the AGM Notice dated May 16, 2025 has been passed by the Members with requisite majority. The Resolution is passed on **July 24, 2025**.



NOTE:

1. The percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast through remote e voting.

Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
Vote Counts	%	Vote Counts	%	
2851912	100	Nil		Nil
2851912	100	Nil		Nil
2851912	100	Nil		Nil
2851912	100	Nil		Nil
2851912	100	Nil		Nil

Note:

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

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

Records relating to e voting Remote and during the AGM is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairperson signs the minutes.

Thanking you

Yours faithfully

*S. Vaishnav*  
S. Vaishnav & Associates  
ACS:11392, CP: 8675

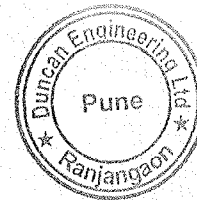
Scrutinizer

Place: Pune

Date :July 24, 2025

UDIN : A011392G000851891

Peer Review No.2538/2022 dated Aug.5, 2022



*Shanu Gupta*

Shanu Gupta  
ACS -74877

(Company Secretary and Compliance officer)  
Duncan Engineering Limited

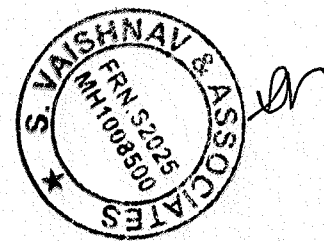
DUNCAN ENGINEERING LIMITED  
F -33 RANJANGAON, MIDC, KAREGAON BHIMA TAL.SHIRUR DIST. PUNE 412209  
FORMAT FOR VOTING RESULTS

Date of Annual General Meeting	JULY 24, 2025
Total No. of Shareholders on Record Date/Cut Off Date	3941
No. of Shareholders present in meeting either in person or proxy	NA
Promoter/Promoter Group	
Public	
No. of shareholders who attending the meeting thru two way video (VC) or other audio visual means (OAVM)	29
Promoter/Promoter Group	3
Public	26
Resolutions required :	ORDINARY/SPECIAL
Whether Promoter/Promoter group is interested in Agenda	NO



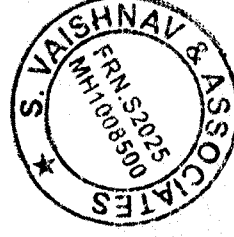


Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March 2025 and the Reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2755855	2755855	100	2755855	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2755855	2755855	100	2755855	0	100	0
Public- Institutions	E-Voting	2075	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2075	0	0	0	0	0	0
Public- Non Institutions	E-Voting	938070	96057	10.2399	96057	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	938070	96057	10.2399	96057	0	100	0
Total		3696000	2851912	77.1621	2851912	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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Promoter/Promoter Group	
Public	
No. of shareholders who attending the meeting thru two way video (VC) or other audio visual means (OAVM)	29
Promoter/Promoter Group	3
Public	26
Resolutions required :	ORDINARY/SPECIAL
Whether Promoter/Promoter group is interested in Agenda	No



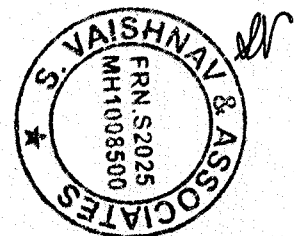


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Promoter/Promoter Group	
Public	
No. of shareholders who attending the meeting thru two way video (VC) or other audio visual means (OAVM)	29
Promoter/Promoter Group	3
Public	26
Resolutions required :	ORDINARY/SPECIAL
Whether Promoter/Promoter group is interested in Agenda	Yes



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint Mr. Akshat Goenka (DIN - 07131982), who retires by rotation and being eligible, offers himself for reappointment as a director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2755855	2755855	100	2755855	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2755855	2755855	100	2755855	0	100	0
Public- Institutions	E-Voting	2075	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2075	0	0	0	0	0	0
Public- Non Institutions	E-Voting	938070	96057	10.2399	96057	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	938070	96057	10.2399	96057	0	100	0
Total		3696000	2851912	77.1621	2851912	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

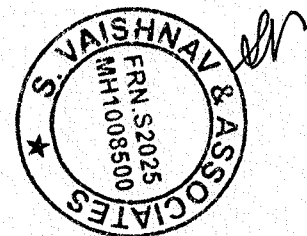


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Public	
No. of shareholders who attending the meeting thru two way video (VC) or other audio visual means (OAVM)	29
Promoter/Promoter Group	3
Public	26
Resolutions required :	ORDINARY/SPECIAL
Whether Promoter/Promoter group is interested in Agenda	NO



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint M/s. S. S. Kothari Mehta & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company and to determine their remuneration.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2755855	2755855	100	2755855	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2755855	2755855	100	2755855	0	100	0
Public- Institutions	E-Voting	2075	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2075	0	0	0	0	0	0
Public- Non Institutions	E-Voting	938070	96057	10.2399	96057	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	938070	96057	10.2399	96057	0	100	0
Total		3696000	2851912	77.1621	2851912	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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F -33 RANJANGAON, MIDC, KAREGAON BHIMA TAL. SHIRUR DIST. PUNE 412209  
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Promoter / Promoter Group	
Public	
No. of shareholders who attending the meeting thru two way video (VC) or other audio visual means (OAVM)	29
Promoter / Promoter Group	3
Public	26
Resolutions required :	ORDINARY/SPECIAL
Whether Promoter / Promoter group is interested in Agenda	NO





Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint M/s. S. Vaishnav & Associates, Practicing Company Secretaries, (Firm Registration No. S2025MH 1008500) for a term of upto 5 (Five) consecutive years, fix their remuneration and in this regard				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2755855	2755855	100	2755855	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2755855	2755855	100	2755855	0	100	0
Public- Institutions	E-Voting	2075	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2075	0	0	0	0	0	0
Public- Non Institutions	E-Voting	938070	96057	10.2399	96057	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	938070	96057	10.2399	96057	0	100	0
Total		3696000	2851912	77.1621	2851912	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

