

S VAISHNAV & ASSOCIATES

Company Secretary

FRN: S2025MH1008500

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**ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026
(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)**

To,
The Board of Directors,
DUNCAN ENGINEERING LIMITED
F-33, Ranjangaon Industrial Area, MIDC,
Karegaon, Tal. Shirur, Dist.
Pune- 412 220

I, Shaswati Vaishnav, Proprietor of S Vaishnav & Associates, have examined:

- All the documents and records made available to us and explanation provided by DUNCAN ENGINEERING LIMITED (hereinafter referred as "The Listed Entity").
- The filings/submissions made by the Listed Entity to the stock exchange;
- Website of the Listed Entity ;
- Any other document/filing as may be relevant, which has been relied upon to make this Report;

For the financial year ended March 31, 2026("Review period") in respect of the compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations,Circulars, guidelines issued there under; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable);
- (e) Securities and Exchange Board of India (Share based employee benefits) Regulations 2021 (Not Applicable);
- (f) Securities and Exchange Board of India (issue and listing of Non-Convertible Securities) Regulations 2021; (Not Applicable);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) other regulations as applicable;

And circulars/guidelines issued thereunder and based on the above examination, we hereby report that, during the review\ period and based on the above examination, I/We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

S.No.	
Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	
Regulation/ Circular No.	
Deviations	
Action Taken by	
Type of Action	Not Applicable
Details of Violation	
Fine Amount	
Observations /Remarks of the Practicing Company Secretary (PCS)	
Management Response	
Remarks	

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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S. No.	Not Applicable
Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	
Observations made in the secretarial compliance report for the year ended March 2025.	
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	
Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	
Remedial actions, if any, taken by the listed entity	
Comments of the PCS on the actions taken by the listed entity	

We hereby report that during the review period, the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/re marks By PCS.
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p> <p>All the standards laid down by SS-1 and SS-2 and SS-3 have been complied with by the Company.</p>	YES	
2.	<p>Adoption and timely updation of the Policies:</p> <p>-All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entities</p> <p>-All the policies are in conformity with SEBI Regulations and has been reviewed and updated timely as per the regulations/circulars/guidelines issued by SEBI.</p> <p>The policies as required by SEBI Regulations and the Companies Act, 2013 are hosted on the Company website and updated as and when required.</p>	YES	
3.	<p>Maintenance and disclosures on Website:</p> <p>-The listed entity is maintaining a functional website</p> <p>-Timely dissemination of the documents/information under a separate section on the website</p>	YES YES YES	

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	<p>-Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) section of the website</p> <p>The Company's website is updated from time to time with necessary information as and when required.</p>		
4.	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.</p> <p>None of the Directors of the Company as on March 31, 2026 are disqualified under Section 164 of CA 2013.</p>	YES	
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NO	The Company has incorporated a wholly owned subsidiary company in Kingdom of Saudi Arabia (KSA) on December 11, 2025.
6.	<p>Preservation of Documents.</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservations of Documents and Archival policy prescribed under SEBI LODR Regulations 2015</p>	YES	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board Independent Directors and the Committee at the start of every financial year as prescribed in SEBI Regulations.</p>	YES	Evaluation conducted: Independent Directors Meeting held On January 21, 2026.
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related Party transactions;</p>	YES	The Company has obtained prior omnibus approval for Related Party Transactions.

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	(b) In case no prior approval obtained the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.		Hence no subsequent approval /ratification required from Audit Committee.
9.	Disclosure of events or information The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations 2015 within the time limits prescribed thereunder	YES	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations 2015	YES	
11.	Action taken by SEBI or Stock Exchanges , if any: No actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the SOP issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	NA	
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries. In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1. and 6.2 of Section V D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	
13.	Additional Non compliances , if any:	NA	

Assumptions and limitation of scope and review:

1. Compliance with applicable laws and authenticity of documents/information is the responsibility of the management of the listed entity.

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2. Our responsibility limited to reporting based on examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts.
4. The report is issued solely for compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations 2015 and should not be construed as assurance or effectiveness of management.

Pune
May 19, 2026

S. VAISHNAV *S. Vaishnav*
S VAISHNAV & ASSOCIATES
Company Secretary
ACS 11392 PCS 8675
UDIN A011392H000403531



PR No.2538/2022 dated August 5, 2022.

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