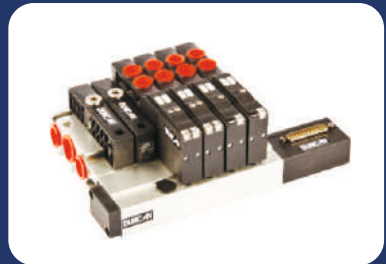


DUNCAN

AN **OCCL** GROUP COMPANY

59th ANNUAL REPORT
2019 - 2020



DUNCAN ENGINEERING LIMITED

"Formerly Known as Schrader Duncan Limited"

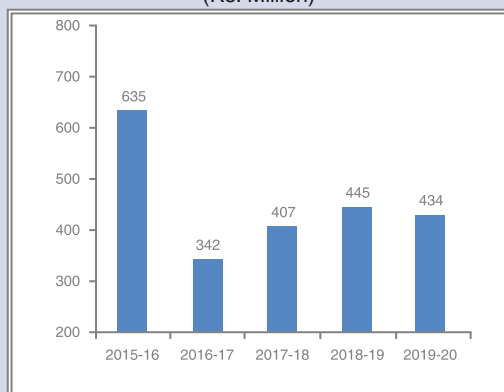
AN ISO 9001:2008 Company

Duncan Engineering Limited

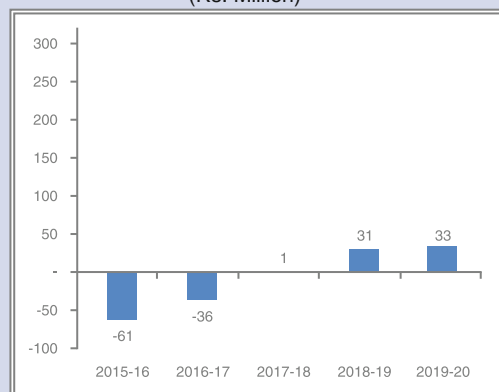
(formerly known as Schrader Duncan Limited)

Key Financial Indicators Five Years

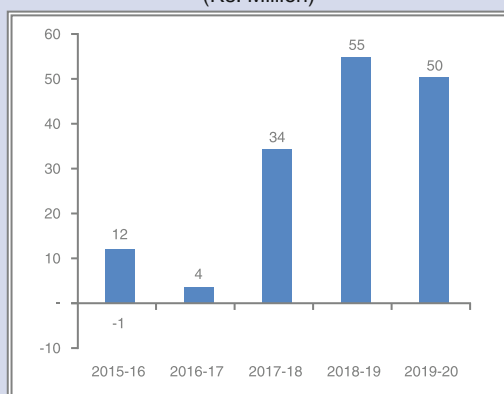
Total Revenue
(Rs. Million)



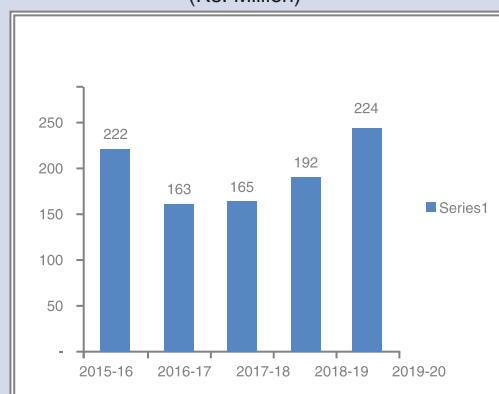
Profit Before Tax
(Rs. Million)



EBITDA
(Rs. Million)



Net Worth
(Rs. Million)



Ten Year Review

Rs. Million

Accounting Year	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Total Revenue	504.94	549.78	630.95	707.99	641.44	635.13	342.13	407.21	444.56	433.80
Profit/(Loss) from continuing operations before tax	(216.01)	302.94	(22.06)	0.10	(78.79)	(60.74)	(36.11)	1.03	31.01	33.03
		**	***							
Profit/(Loss) from discontinuing operations before tax	-	-	-	-	-	-	(22.79)	0.44	-	-
Profit/(Loss) from continuing operations after tax	(212.08)	204.63	5.09	0.97	(60.48)	(69.29)	(36.09)	1.03	27.79	32.63
Profit/(Loss) from discontinuing operations after tax	-	-	-	-	-	-	(22.79)	0.44	-	-
“EBITDA (excl. exceptional item and Loss from discontinuing operations)”	(20.30)	(51.62)	0.69	23.45	(0.56)	11.99	3.58	34.00	54.54	50.22
Net Worth*	102.99	307.62	350.92	351.89	291.41	222.11	163.23	164.80	191.85	223.65
Earning per share* Rs.	(57.38)	55.37	1.38	0.26	(16.36)	(18.75)	(15.93)	0.40	7.52	8.83
Return on Investment %	(101.46)	99.67	1.54	0.28	(18.80)	(26.99)	(18.73)	0.63	15.59	15.71

* Earning per share and net worth for FY 2016-17 is inclusive of discontinuing operations

** Includes profit on sale of portion of surplus land

*** Includes exceptional expenses on VRS to employees

FY 2012-13 Figures reported after taking effect of 100% wholly subsidiary Associated Polymers Limited w.e.f. 01/04/2012

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. J P Goenka
Mr. Arvind Goenka
Mr. Akshat Goenka
Mr. B B Tandon
Mr. O P Dubey
Mr. Nitin Kaul
Mrs. Arti Kant

Chairman
Director
Managing Director
Director
Director
Director
Director

REGISTERED OFFICE & PLANT

F-33, Ranjangaon MIDC
Karegaon, Tal. Shirur
Pune 412 209

AUDITORS

M/s. Singhi & Co., Mumbai
Chartered Accountants

CHIEF FINANCIAL OFFICER

Mr. K Raghu Raman

BANKER

State Bank of India

COMPANY SECRETARY

Mr. Rajib Kumar Gope

BRANCH OFFICE

14th Floor, Tower-B, World Trade Tower
Plot no. C-1, Sector-16, Noida-201301

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
Block No. 202, 2nd Floor
Akshay Complex, Near Ganesh Temple
Off Dhole Patil Road, Pune- 411001

WEBSITE

<https://www.duncanengg.com>

LISTED AT

BSE Limited (Bombay Stock Exchange)

Email (Investor Relations):
complianceofficer@duncanengg.com

CIN:L28991PN1961PLC139151

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DUNCAN ENGINEERING LIMITED

Registered Office: F-33, Ranjangaon MIDC, Karegaon, Tal- Shirur, Pune-412209

CIN: L28991PN1961PLC139151

Email: complianceofficer@duncanengg.com

Website: www.duncanengg.com

Phone: +91 2138 660-066 Fax: +91 2138 660-067

NOTICE

NOTICE is hereby given that the Fifty Ninth Annual General Meeting of the Shareholders of Duncan Engineering Limited will be held on Wednesday, 29th July 2020 at 10:00 A.M. IST through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2020 comprising audited Balance Sheet as at 31st March, 2020 and Statement of Profit and Loss for the year ended on that date, together with Notes forming part thereof and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arvind Goenka (holding DIN 00135653), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and who, being eligible, offers himself for re-appointment.
3. To pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Registration No.000756N) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 64th Annual General Meeting of the Company to be held in the year 2025 at such remuneration as may be fixed by the Board of Directors of the Company."

Special Business:

4. **To consider and, if thought fit to pass, with or without modifications, the following as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of Members of the Company be and is hereby accorded to the re-appointment of Mrs. Arti Kant (holding DIN 03218058), whose present tenure as an Independent Director expires on 5th August, 2020, for her second term of 5 (five) consecutive years with effect from 6th August, 2020 and also to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Arti Kant be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

NOTES:

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.

- 2) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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 pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 3) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to shaswati.vaishnav@gmail.com with copies marked to the Company at complianceofficer@duncanengg.com and to its RTA at pune@linkintime.co.in.
- 4) Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

 - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**
 - (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
- 5) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.duncanengg.com; websites of the Stock Exchange www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 6) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

7) INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY:

v Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">Members who have not updated their PAN with depository Participant or in the company record, such shareholders will be communicated the sequence number of the email id, wherever available. Else, shareholders can write to the RTA to provide the support appropriately.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. Select "Event No. 200064" of Duncan Engineering Limited.
8. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

9. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
10. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". 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.
11. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
12. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

v **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

8. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- 1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet<<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID

2. Click "Go to Meeting"

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@likintime.co.in or Call us: - Tel : (022-49186175)

9. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING ANNUAL GENERAL MEETING:

Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@duncanengg.com from 25th July 2020, (9:00 AM IST) to 27th July 2020, (5:00 PM IST).

The Speakers will only be allowed to express their views/ask questions during the meeting on first come basis.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (complianceofficer@duncanengg.com). The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

10. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. 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'.
5. 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.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual 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.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

- 11 The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25th July 2020 to Wednesday, 29th July, 2020 (both days inclusive) in terms Section 91 of the Companies Act, 2013 and of Regulation 42 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.
- 12 No unpaid/ unclaimed dividend is due for transfer to Investor Education & Protection Fund (IEPF) in the year 2019-20. The Company has last declared dividend in FY 2009-10. The unpaid/unclaimed dividend for 2009-10 was transferred to IEPF in 2017-18.
- 13 Members are requested to intimate their queries, if any, relating to the accounts or any other matter at least seven days in advance so that the explanation can be made available and furnished readily at the meeting.
- 14 The Company's Registered Office is at F-33, Ranjangaon MIDC, Karegaon, Tal- Shirur, Pune- 412209. Shareholders are requested to address all correspondence to the Company Secretary at the Registered Office or to the Registrar and Share Transfer Agents, Link Intime India Pvt Limited.
- 15 The Company's Registrar and Share Transfer Agents, Link Intime India Pvt Ltd undertake the transfer of shares, both in physical and electronic form. Their address is as follows:

Link Intime India Pvt Ltd, Block No 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off-Dhole Patil Road, Pune – 411001

(Members may send their transfer requests and other share related queries either to the Company at the Registered Office or to Link Intime India Pvt Ltd at the above address.)
- 16 Members are requested to notify immediately any change in their address/bank mandate to their Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agents of the Company, Link Intime India Pvt Ltd, in respect of their physical share folios.
- 17 The e-voting period commences on Sunday, 26th July, 2020 (10:00 A.M. IST) and ends on Tuesday, 28th July 2020 (5:00 P.M. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 24th July, 2020 may cast their vote electronically. The e-voting module shall be disabled by LINK INTIME for voting thereafter and reopened during AGM for the members who are present through "VC" or "OAVM" and have not cast their vote. Only those members, who will be present in the AGM through "VC" or "OAVM" facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 18 The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) Friday, 24th July, 2020.
- 19 Ms. Shaswati Vaishnav, Practicing Company Secretary (C P No.: 11392 Membership No. ACS 8675) has been appointed as the Scrutinizer by the Board to scrutinize the e-voting process before the AGM as well as remote e-voting during the AGM in a fair and transparent manner.
- 20 The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 21 The Results shall be declared within 48 hours after the conclusion AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.duncanengg.com and on the website of Link Intime www.linkintime.co.in within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, where the shares of the Company are listed.

- 22 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, Members holding shares in electronic form are, therefore, requested to submit the PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 23 Members may also note that the Notice of the 59th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.duncanengg.com for their download.
- 24 All documents referred to in the accompanying Notice and the Explanatory Statement and the Register of Directors and key managerial personnel and their shareholding will be available electronically for inspection by the members during the AGM upon log in to Link Intime voting system at <http://instavote.linkintime.co.in>.
- 25 Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM i.e. Wednesday, 29th July, 2020.
26. Since the AGM will be held through "VC" or "OAVM" the Route Map is not annexed in this Notice.

Registered Office:

F- 33, Ranjangaon MIDC
Tal. Shirur, Pune 412209

Date: 03.06.2020

Place: Pune

By Order of the Board

Rajib Kumar Gope
Company Secretary
(Membership No. FCS 8417)

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has proposed the reappointment of Mrs. Arti Kant, who was appointed as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years with effect from 6th August, 2020.

Pursuant to Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as Non-Executive Director who has attained the age of 75 years unless special resolution passed to that effect and the explanatory statement shall indicate the justification for appointing such person.

Mrs. Kant will attain the age of 75 years during her tenure of re-appointment as an Independent Director for a second term of 5 (five) consecutive years with effect from 6th August, 2020. Hence, the Board recommends the resolution in relation to the appointment of Mrs. Arti Kant as an Independent Director and to continue to hold the position of Non-Executive Independent Director beyond 75 years of age for approval by the shareholders of the Company by way of Special Resolution.

Mrs. Arti Kant (holding DIN 03218058), aged about 71 years is graduate of Science and a post-graduate in English literature from Allahabad University. She also has a Post Graduate Diploma in Human Rights from the University of Mumbai in the year 2003 and another Post Graduate Diploma in Environmental Law from the National Law School University, Bangalore. She is qualified in the Indian Administrative and Allied Services Examination of 1972 and trained at the Lal Bahadur Shastri National Academy of Administration, Mussoorie. She has wide and varied experience in different fields and successfully faced many challenging assignments during her tenure with the Government of India. As of September 2009, she had retired from government service at one of the senior most posts at the level of Additional Secretary in the Central Government.

Mrs. Arti Kant does not hold by herself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Director of the Company. In the opinion of the Board, Mrs. Arti Kant fulfills the conditions specified in the Companies Act, 2013 as amended and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for reappointment of Mrs. Arti Kant as an Independent Director of the Company setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Mrs. Arti Kant has given a declaration to this effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI(LODR) Regulations.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Arti Kant as an Independent Director. Accordingly, the Board recommends the resolution in relation to the reappointment of Mrs. Arti Kant as an Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mrs. Arti Kant, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI(LODR) Regulations.

Registered Office:

F- 33, Ranjangaon MIDC
Tal. Shirur, Pune 412209

Date: 03.06.2020

Place: Pune

By Order of the Board

Rajib Kumar Gope
Company Secretary
(Membership No. FCS 8417)

BOARD'S REPORT

To
The Members,
Duncan Engineering Limited

Your Directors have pleasure in presenting the Fifty Ninth Annual Report of the Company on the business and operations of the Company, together with the Audited Financial Statements for the year ended March 31, 2020.

Financial Results

The Company's performance during the financial year ended March 31, 2020 as compared to the previous financial year is summarized below:

	(Rupees in Lacs)	
Particulars	2019-20	2018-19
Total Revenue	4438.98	4512.24
Total Expenses	-4116.94	-4209.57
Profit/(Loss) before Tax	322.04	302.67
Profit/(Loss) from continuing operations before Tax	322.04	302.67
Tax Expenses (Current Tax)	-	32.17
Tax Expenses (earlier year)	4.01	-
Profit/(Loss) from continuing operations after Tax	318.03	270.50
Profit/(Loss) from discontinuing operations before Tax	-	-
Tax Expenses (Current Tax)	-	-
Profit/(Loss) from discontinuing operations after Tax	-	-
Profit/(loss) for the year	318.03	270.50

Dividend

The Board of Directors have not recommended to declare any dividend in order to conserve the fund for the growth of the Company.

Transfer to Reserves

Your Board of Directors propose to transfer Rs.318.03 Lacs to General Reserve.

Performance

The overall performance of your Company during the year under review is satisfactory considering most of the industries to which we supply went through a lean phase due to the economic slow down. The Sales for the year have not improved much compared to FY 2018-19. The main reason behind the same is poor performance of the Off the Road (OTR) segment. The slowdown in the automobile sector hit hard to OTR. The OTR Sales were down by 58% of the projected Sales for the year. In the year 2019-20 your company has registered a total revenue of Rs. 4438.98 Lacs with a profit of Rs.318.03 Lacs. A major debt recovery has added Rs.1 Crore to Net Profit.

The impact of COVID-19 will be felt in the first quarter of 2020-21 as the plant was closed for 44 days due to nationwide lockdown declared by the Government. The demand in the market during the year remained stagnant and hope to improve in the upcoming quarters.

Extract of the Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Companies (Amendment) Act, 2017, an extract of Annual Return (eForm MGT-9) is available on the website of the company www.duncanengg.com under investor dropdown.

Internal Financial Controls

Your Company has an internal control system, commensurate with the size, scale and complexity of its operations. Internal Audit is conducted throughout the organization by qualified outside Internal Auditors. Findings of the internal Audit Report are reviewed by the top Management and by the Audit Committee of the Board and proper follow up actions are ensured wherever required. M/s Pipalia Singhal & Associates are the Internal Auditor of the Company.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

Public Deposits

The Company has not accepted any fixed deposits from the public or shareholders falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

Particulars of loans/advances/investments outstanding during the financial year

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the Investments made and loan taken by company is mentioned in the Notes to the financial statements.

Report on performance and financial position of subsidiaries, associates and joint venture companies

During the year under review, your Company did not have any subsidiary, associate and joint venture.

AUDITORS AND THEIR REPORTS

The matters related auditors and their reports are as under:

Statutory Auditor's appointment

Messrs Singhi & Co., Chartered Accountants, were appointed as Auditors of the Company for tenure of three years i.e. from the conclusion of 57th Annual General Meeting till the conclusion of the 59th Annual General Meeting of the Company.

Pursuant to Sec 139 of Companies Act, 2013 Messrs Singhi & Co are not eligible for reappointment as Statutory Auditors of the Company.

M/s SS Kothari Mehta & Co has given its consent to be appointed as Statutory Auditor of the Company with effect from Financial Year 2020-21. The Board of Directors has evaluated the same and found them suitable and recommend that they may be appointed as Statutory Auditors of the Company for five years as per terms of the Companies Act, 2013.

However, this appointment is subject to approval by members at the 59th Annual General Meeting to be held on 29th July 2020. The Auditors have confirmed their eligibility and qualification under Section 141 of Companies Act, 2013.

Observations of Statutory Auditors on Financial Statements for the year ended March 31, 2020

As regards the comments in the Auditors' Report, if any, the relevant notes in the Accounts are self-explanatory and may be treated as information/ explanation submitted by the Board as contemplated under provisions of the Companies Act, 2013.

Explanation & Comment by the Board on the qualifications or adverse remarks made by the auditors

There were no qualifications, reservations or adverse remarks or claims made by the auditors.

Secretarial Audit

As required under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s Shaswati Vaishnav & Associates, Company Secretary in Practice has undertaken the Secretarial Audit of the Company for the year ended 31st March 2020. The Secretarial Audit Report is annexed herewith in Form No. MR-3. There are no qualifications, reservation or adverse remarks or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge for their professional obligation.

MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors and Key Managerial Personnel (KMP)

The following three persons were formally appointed as Key Managerial Personnel of the Company as per the provisions of Sec 203 of the Companies Act, 2013.

- a) Mr. Akshat Goenka, Managing Director
- b) Mr. K Raghu Raman, Chief Financial Officer
- c) Mr. Rajib Kumar Gope, Company Secretary

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr Arvind Goenka (holding DIN 00135653) is liable to retire by rotation and being eligible for re-appointment, offer himself for re-appointment. Your Directors have proposed his re-appointment as set out in the notice of AGM.

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, your Director, Mrs. Arti Kant, aged about 71 years, seeking reappointment as Independent Directors for a 2nd term of five consecutive years up to 5th August, 2025. The details of her re-appointment is mentioned in Explanatory Statement annexed to the Notice of the Annual General Meeting. The first term of Mrs. Arti Kant was quite beneficial to the Company. Her vast experience and exposure makes her the automatic choice for her re-appointment.

The information required pursuant to Section 134(3)(q) and 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Remuneration and other details of Key Managerial Personnel and other Employees for the year ended March 2020 are given in extract of the Annual Return.

Compliance of Code of Conduct for Directors and Senior Management Personnel.

Declaration on compliance of Code of Conduct is received from Directors and Senior Management Personnel.

Managing Director's Remuneration:

Mr. Akshat Goenka is the Managing Director of the Company. The remuneration detail of Mr. Akshat Goenka is disclosed in Corporate Governance Report. Mr. Akshat Goenka is also Jt. Managing Director in Oriental Carbon Chemicals Limited, Holding Company. He received a Salary of Rs. 12000 and Commission Rs. 16.58 Lacs from Duncan Engineering Limited in the year 2019-20. In addition to the remuneration from Duncan Engineering Limited, he also received a remuneration of Rs. 2,33,64,220 P.A. from Oriental Carbon & Chemicals Limited in 2019-20.

The details Remuneration drawn by Mr. Akshat Goenka from Oriental Carbon & Chemicals Limited as follows:
(Amount in Rs.)

Name	Salary	Commission	Contribution to PF & SAF	Perq. And other allowances	Total
Mr. Akshat Goenka	66,00,000	84,32,000	17,82,000	65,50,220	2,33,64,220

Declaration by Independent Directors

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

Annual Performance Evaluation

As per Section 134(3)(p) of the Companies Act, 2013 read with sub-rule (4) of Rule 8 of the Companies (Accounts) Rules 2014 and SEBI (LODR) Regulation 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the other Committees.

The performance of the Board was evaluated by the Board of Directors after seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members. The Board focused on criteria like strategy effectiveness, Board Structure and Committees, Board Meetings and Procedures while evaluating its own performance and that its committees. The Policy on Performance Evaluation is also available on the website of the Company i.e. www.duncanengg.com.

For the purpose of evaluation, the Directors have been classified into three categories: Independent Directors, Non-Executive Directors and Executive Directors. Independent & Non- Executive Directors were evaluated on the basis of Engagement, Adherence to Code of Conduct, Strategic Planning, Team Spirit, Consensus Building, leadership and domain knowledge. Whereas Executive Director is evaluated on Management qualities, Team work abilities, Result/Achievements, Domain Knowledge, Understanding & Awareness etc.

Director's Responsibility Statement

To the best of your Director's knowledge and belief and according to the information and explanations obtained your Directors make the following statements in terms of section 134 (3) (c) of the Companies Act, 2013:

- i) that in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable Accounting Standard (Ind AS) have been followed along with proper explanation relating to material departures, if any;
- ii) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the profit and loss of the Company for that period.
- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing the detecting fraud and other irregularities;
- iv) that the annual financial statements have been prepared on a going concern basis;
- v) that proper financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DISCLOSURE RELATED TO BOARD, COMMITTEES AND POLICIES

Board and Committee Meetings

The Company holds Meetings as per Companies Act, 2013 and the Listing Agreement signed with the Stock Exchange. During the year four Board Meetings and four Audit Committee meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations Disclosure Requirements) Amendment Regulations, 2018. Additionally, on January 28, 2020, the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013.

There were four Board Meetings held in FY 2019-20 on May 6, 2019; July 17, 2019; October 18, 2019 and January 28, 2020.

Audit Committee

The Audit Committee comprises four Non-Executive and Independent Directors namely, Mr. O P Dubey (Chairman), Mr. B B.Tandon (Member), Mr. Nitin Kaul (Member) and Mrs. Arti Kant (Member). All the recommendations made by the Audit Committee during the year were accepted by the Board. Chief Financial Officer and Auditors are permanent invitees to the committee meetings. The detail of terms of reference of Audit Committee, number and dates of meetings held, attendance of the directors and remunerations paid to them are given separately in the Corporate Governance Report.

Nomination and Remuneration Committee

The Company has a Nomination & Remuneration Committee as per the requirements prescribed under Section 178 (1) of the Companies Act, 2013. The Nomination and Remuneration Committee has Mr. O P Dubey as Chairman, Mr. B B Tandon, Mr. Arvind Goenka and Mr. Nitin Kaul as Members. The Company has a policy on Directors appointment & remuneration which is

posted on the website of the Company. The details terms of reference of the committee has been given in the Corporate Governance Report.

Stakeholder's Relationship Committee

The Company has a Stakeholder's Relationship Committee for reviewing shareholder/investors complaints. The present members of this committee are Mr. J P Goenka (Chairman), Mr. O P Dubey (Member) and Mrs. Arti Kant (Member). The detail terms of reference of the committee has been given in the Corporate Governance Report.

Company's Policy on Directors' appointment and remuneration

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy to ensure that Company's Directors, Key Managerial Personnel and other senior management employees are sufficiently incentivised for enhanced performance. Remuneration of executive directors are linked to increase in stakeholder's wealth, target achievement in term of sales, margin, new initiatives taken, optimum utilization of resources, people Management, risk Mitigation, qualification, experience and merits etc. Remuneration should be reasonable and sufficient to attract and retain employees. Independent Directors receive remuneration by way of sitting fees for attending meetings of Board and Committees (where they are members). The Remuneration Policy of the Company is also available on the website of the Company which is www.duncanengg.com.

Vigil Mechanism/Whistle Blower Policy

The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. A vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director / Chairman of the Audit Committee in exceptional cases. The details of the Whistle Blower Policy are explained in the Corporate Governance Report as well and also posted on the Company's website i.e. www.duncanengg.com.

Risk Management

The Board of Directors of the Company look into the element of risk associated with the Company. At present the company has not identified any element of risk which in the opinion of the Board may threaten the existence of the Company. However, risks like uneven demand-supply, labour unrest, high employee turnover ratio etc. may adversely affect the performance of the Company in the upcoming financial year.

Fraud Reporting

During the year under review, no instances of fraud were reported by the Statutory Auditors of the Company.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An internal committee has been set up to redress complaints received regarding sexual harassment. No complaint received during the year under review.

OTHER DISCLOSURES

Corporate Governance

As per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a section on Corporate Governance and Management Discussion and Analysis is annexed to this report.

A certificate from M/s Vaishnav Associates, Pune (ACS 8675, C.P. No. 11392) confirming compliance of Corporate Governance is also annexed.

Compliance of Secretarial Standards

The Company has complied the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Insider Trading Regulations

Based on the requirements under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for prevention of insider trading is in force in your Company. The Board of Directors of the Company has adopted the revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in compliance with Chapter IV of the said Regulations and the same has been uploaded on the Company's website www.duncanengg.com.

Conservation of Energy, Technology Absorption, Exports and Foreign Exchange Earnings and Outgo

A statement giving details of conservation of energy, technology absorption, exports and foreign exchange earnings and outgo pursuant to Section 134(3) (m) read with Companies (Accounts) Rules, 2014 is annexed to Board's Report.

Particulars of Employees and Remuneration

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure attached herewith and which forms part of this report.

Investor Education & Protection Fund

The Company has last declared dividend in 2009-10, hence no amount is liable to be transferred to the Investor Education and Protection Fund (IEPF) under sub-section (2) of section 125 of the Act and the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016. Similarly, no shares are due for transfer to the IEPF.

The Company has appointed Mr. Rajib Kumar Gope, Company Secretary as Nodal Officer under the provisions of IEPF Rules. The details of the Nodal Officer is available in the website of the Company www.duncanengg.com under Investor dropdown.

Related Party Transactions

All related party transactions that were entered into during the financial year were on arms' length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of Company at large. All Related Party transactions form part to the Notes to the Balance Sheet (Refer Note No. 36) All Related Party transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of foreseen and repetitive nature. The approved Policy on Related Party transactions is also available on the website of the company www.duncanengg.com under investor dropdown.

Accounting Treatment

The Accounts for the year have been prepared as per Indian Accounting Standards (Ind AS) and all the current year and previous year figures have been re-stated accordingly. No treatment different from that prescribed in Accounting Standards (Ind AS) has been followed by the Company.

Credit Rating

Your Company has obtained Credit Rating from ICRA Ltd. The Credit Rating was obtained on July 2019. Last Credit Rating was {ICRA} AA-(SO) (Stable).

Research and Development

Research & Development is fundamental to the Company's efforts to maintain the technical and quality edge. New products are continuously being developed to meet customers varied requirements. Research in the areas of reducing utilities cost and process parameters improvement is also being done.

Disclosures under Section 134(3)(l) of the Companies Act, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company to which the financial statement relates and date of this report.

Disclosure of Orders passed by Regulators or Courts or Tribunal

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

Disclosure relating to equity shares with differential rights

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

Pollution Control

Your Company's Plant has the requisite consent to operate from Maharashtra Pollution Control Board and meets all the desired and statutory norms in this regard.

Statutory Compliance, Strictures and Penalties

The Company has complied with rules and regulations prescribed by the Bombay Stock Exchange, Securities Exchange Board of India and any other statutory authority relating to capital market.

No penalties and/or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority during the last three years.

Acknowledgements

Your Directors would like to thank to the employees, customers, suppliers, bankers, business partners, other regulatory agencies and wish to acknowledge and place on record their sincere appreciation for the excellent support given by them to the Company and their confidence in its Management. Your Directors would also like to thank the members of the Company for reposing their confidence and faith in the Company and its Management.

On behalf of the Board of Directors

Place: Noida
Date: 03.06.2020

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Director
DIN: 00135653

Annexure to Board's Report

A Conservation of Energy

- i. Steps taken on conservation of energy and utilising alternate source of energy:
 - Balanced load distribution for electric power thereby improving power factor and reducing power consumption.
 - Energy consumption optimization.
 - Reduced consumption of treated water through process improvements.
 - Your company is in the monitoring stage in utilising alternate source of energy.
- ii. Your company is finding better scope for the capital investment on energy conservation equipment.

B. Technology Absorption

- Research and Development (R & D)
 - I) Specific areas in which R & D was carried out by the Company and the efforts made thereon.
 - Value engineering is being done in product Cylinders, Actuators and Valves.
 - ii) Benefits derived as a result of above R & D:
 - Improved product aesthetics, reliability, functionality and productivity improvement is being done.
 - In house capability has been enhanced to handle 10" above cylinders.
 - iii) Expenditure of R & D:

a) Capital	Nil
b) Recurring	44.29 Lacs
c) Total	44.29 Lacs

C Foreign Exchange Earnings and outgo

During the year, the Company has spent INR 2,92,33,715 on foreign exchange and earned foreign exchange of INR 54,28,945 through exports and services rendered.

Disclosures required with respect to Section 197(12) of the Companies Act, 2013:

The ratio of the remuneration of each Director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) *The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:*

Mr. Akshat Goenka (Managing Director) 1:5

All other Directors being Non-Executive & Independent do not receive any remuneration. The Company only paid sitting fees to them.

(ii) *The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:*

There was no increase in remuneration of Managing Director during the year. However there is an increase of 14.44% and 11% respectively on the remuneration of CFO & CS.

(iii) *The percentage increase in the median remuneration of employees in the financial year:*

The percentage increase in the median remuneration of employees in the financial year is around 8.50%.

(iv) The number of permanent employees on the rolls of company:

There are total 161 permanent employees in the Company.

(v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase made in the salaries of total employees other than the Key Managerial Personnel for FY 2019-20 is around 5.7%. A commission of Rs. 16.58 lacs was paid to Mr. Akshat Goenka, Managing Director in FY 2019-20 along with a Salary of Rs. 12,000 P.A. as per the terms of his contract (for more details refer to Corporate Governance Report). Rs. 19.75 Lacs was paid as commission to Mr. Akshat Goenka in FY 2018-19.

(vi) Please find enclosed Appendix-I for Remuneration particulars of Top 10 employees.

(vii) Affirmation that the remuneration is as per the remuneration policy of the company: Remuneration paid during the year ended 31st March 2020 is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Director
DIN: 00135653

Place: Noida
Date: 03.06.2020

APPENDIX I

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(g) OF THE COMPANY ACT, 2013 READ WITH RULES(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL RULES, 2014.

Sr. No.	Emp Code	Name	Designation	Remuneration received	Nature of employment	Qualification & Experience	Date of Commencement of employment	DOB	Age	Previous Employer	% of equity shares held	Whether relative of Director or Manager	Last working day
1	1668	Shrikant V.S. Narsinha Rao	Head - sales	30,36,514	Permanent	BE	10-Aug-2015	13-Mar-1983	37	Delval Flow Controls P Ltd	Nil	NO	
2	1739	K Raghu Raman	CFO	28,87,824	Permanent	Mcom.	7-Dec-2017	28-Apr-1966	54	Gates Unitta India Co. Pvt. Ltd	Nil	NO	
3	1791	A. Fernandez Arockiaraj	GM	19,74,790	Permanent	BE	10-May-2019	15-Apr-1971	49	L&T Valvs Limited	Nil	NO	
4	1652	Sudhir Passi	Regional Head - Sales	16,41,80	Permanent	DME	3-Mar-2014	16-Jun-1974	45	Electronica Mechatronic Sys P Ltd	Nil	NO	
5	1749	Mr. C sureshbabu	GM	15,00,503	Permanent	BE & MBA Marketing	12-Feb-18	22-Jan-74	46	Gates Unitta India Co. Pvt. Ltd	Nil	NO	31-Jan-20
6	1750	Nikhil Ghone	Regional Head - Sales	14,34,684	Permanent	BE MECH MBA	15-Feb-2018	5-Jul-1981	38	Festo India Pvt. Ltd.	Nil	NO	
7	1782	Ramesh M. Kempegowda	DGM	12,51,743	Permanent	BE	7-Mar-2019	25-Apr-1972	48	Kirloskar Pneumatic Co. Ltd.,	Nil	NO	
8	1780	Hitesh Govindlal Parmar	Sr. Manager	11,73,876	Permanent	MPM,DLL	1-Mar-2019	2-May-1971	49	Badve Autotech Pvt. Ltd.,	Nil	NO	
9	1676	Rajib Kumar Gope	Company Secretary	10,43,688	Permanent	CS	19-Nov-15	17-Jun-76	44	Manjushree Plantation Ltd	Nil	NO	
10	1772	Nagesh Abasaheb Jangam	Manager	9,87,769	Permanent	BE	25-Oct-2018	8-Jan-1983	37	Kirloskar Pneumatic Co. Ltd.,	Nil	NO	

Annexure to Board's Report
Management Discussion and Analysis

1. Industry Structure and Development

The pneumatic cylinder is a mechanical device that uses air pressure to generate force in a linear motion. Various industrial applications require linear motion during its operating sequence. Pneumatic Cylinder market is segmented by Function (Single-acting and Double-acting), By Cylinder (Cylinders with piston rods, Rod less cylinders, Diaphragm cylinders, and Rotary cylinders), By Movement (Linear Movement and Rotary Movement), By Application (Industrial, Robotics, Automobile, Aviation, Healthcare and Others) and by geography.

The global pneumatic market is fragmented and characterized by the presence of large international and regional vendors. Vendors compete in terms of price, brand image, turnaround time, quality, proximity to service centers, technical expertise and previous installation history.

The industry is made up of several large players who provide a large variety of standard type commodities and many smaller niche players who offer more custom products and solutions.

Pneumatics is used extensively as a low cost automation technology to automate industrial processes in modern day factories. Factory automation is the largest sector for pneumatic technology, which is widely used for products in manufacturing, processing and packaging operations. Pneumatics is also widely used in food/beverage and pharmaceutical processing equipment and in chemical plants, refineries to actuate large valves.

2. Opportunities and Threats

The industrial automation in India is very less compared to China. If India has to become one of the leading economies in the world, based on manufacturing, it will have to attain higher technological standards and higher level of automation in manufacturing. In the past 30 years, fluid power technology rose as an important industry. With increasing emphasis on automation, quality control, safety and more efficient and renewable energy, fluid power technology should continue to expand in India. The Government of India's initiative "Self- Reliant India" may push growth of domestic manufacturing industries in India.

Many opportunities are expected in the pneumatic actuators market as large number of associated industries is coming up. Most of these opportunities are expected to arise from modernization and upgradation of machinery. Improvements in design and technology, the expansion of industrialization and a growing awareness of energy expenditure savings are helping to drive growth in the worldwide pneumatic equipment market.

The change in the definition of Micro Small & Medium Enterprises (MSME) by Government of India has opened a new opportunity for us. Now we can get ourselves registered as MSME which will help us in tapping more customers & result in better collection of dues.

The takeover of one of the major competitor of your Company by an MNC will help in boosting the topline of the Company.

Growth expectation is high as far as pneumatics & fluid power industry is concerned. Fluid power industry in India is a component industry, i.e. when application grows, the component industry also grows. With the government promising to bring in clarity and transparency in sectors such as mining, housing and infrastructure, the fluid power industry is preparing for a spur in demand.

However, no industry is immune to threats and pneumatics is no exception. The slowing down of Indian economy in the wake of global meltdown has impacted the manufacturing sector in India. The automobile sector was in dire straits for major part of the year. Other industries to whom we supply also faced similar fate due to drop in demands. It impacted our sales, particularly OTR sales.

On the outbreak of Coronavirus (COVID-19) the Government of India declared a nationwide lockdown in the last week of March to flatten the graph of infections. The plant of the Company was closed for 44 days causing a major setback to the operations of the Company.

As we all know, China is the global hub for manufacturing of industrial products and components. They export their products and components to every part of the world. The outbreak of Coronavirus in China and other parts of the world in the later half of the financial year caused major dent to the global trade & commerce.

3. Outlook

In the present scenario with so many uncertainties, it is very difficult to predict the growth prospect of the Company for the next fiscal year. However, we are expecting revival of demand in the upcoming quarters and orders to pour in post COVID-19.

The future of the Company inter alia depends on expansion of product basket especially by developing new products. Engineering being the core of the operations, your company continues to give priority to its engineering team. We have a dedicated team for New Product Development. Hopefully, we will reap the benefits of the same in the years to come.

Moreover, our strength lies in customization. Non-standard is our new standard. Your Company has a dedicated team within the engineering department called "Proposal team" who evaluate when an enquiry for non-standard cylinder comes and quote a price after logical computation of material and other cost on case to case basis. Non-standard orders contribute about 38% of our total sales. Your Company customizes cylinders varying from different size to capacity to cater the needs of different customers. Your Company will continue to do that to leverage our position in the market.

The Company has adopted Japanese principles such as 5S and Kaizen for enhancing productivity. Your Company achieved reasonably good results in waste reduction through the application of 5-S. It has generated a lot of interest and has become one of the useful tools to improve productivity and quality of all processes. It also ensured that the work area and the surrounding are better organized, neat and clean, to permit healthy and 'hazard free' operations.

The Company also expects to improve its operating profits by improving sales, operating efficiencies and aggressive cost cutting.

4. Risks and Concerns

The global COVID-19 pandemic has forever changed our experiences as customers, employers, employees, citizens, humans-- and our attitudes and behaviors are changing as a result. Organizations globally are experiencing workforce disruption at an unprecedented scale and speed. Virtually all companies are still determining how they will work in the short- and long-term. Immediate action is needed to address short-term liquidity challenges. Industry today is faced with an increasingly complex and rapidly changing business environment. Sustaining operations requires understanding and managing the risks and uncertainties.

Failure to innovate or meet customer needs, failure to attract or retain top talent, Regulatory & legislative changes, economic slowdown & slow recovery, damage to reputation or brand, cyber risks, increasing competition are some of the major risks that businesses are dealing with in today's world.

To address these risks, present in today's industrial environment, organisations have to extend their traditional risk management practices beyond just addressing the things that threaten safety and environmental performance to all the risk factors that impact strategic decisions, operating performance and other key business metrics.

Pneumatic cylinders have evolved into an almost endless array of configurations, sizes and special designs. This versatility makes more innovative configurations possible, but sometimes it increases sources of failure too.

Apart from the risk associated with the volatility in Industry specific sectors, your company is also exposed to other general risks related to volatility in foreign exchange rates, change in taxation structures, increase in interest rates, natural/man-made disasters, pandemics and political risks.

5. Internal Control Systems and their adequacy

The Company has proper and adequate systems of internal controls in all areas of its operations. Regular internal audits and checks are carried out to ensure that responsibilities are executed effectively and that adequate systems are in place.

The various issues company is facing are identified and assessed routinely at all levels and within all functions in the organization. Control activities and other mechanisms are proactively designed to address and mitigate the significant risks. The entire system of internal control is monitored continuously and problems are addressed timely.

A thorough test of different processes of Internal Financial Controls were carried out by the Statutory Auditors to ensure orderly efficient conduct of business including adherence of company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information.

An Audit Committee comprising of Non-Executive Independent Directors reviews various areas of the control systems and their adequacy. They meet regularly to review financial and other control mechanisms of the Company. The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy.

6. Discussion on financial performance with respect to operational performance

The Company's performance was satisfactory during the year under review. The Company earned an EBITDA of Rs. 502.24 Lacs. The details of the financial performance of the Company appear in the Balance Sheet, Statement of Profit and Loss and other financial statements. The highlights of the performance for the year 2019-20 are as under:

Particulars	(INR Lacs)	
	2019-20	2018-19
Net sale	4338	4446
Other Income	101	67
Profit/ (Loss) before tax (including exceptional income)	330	310

7. Human Resources and Industrial Relations

The Company values its human resources and encourages innovation by empowering people at all levels. Over the years Company has maintained consistency in its efforts in training and developing its human resource with a view to face the competition. The Company enjoys very cordial relationship with the staff and workers.

The Company signed a wage revision agreement in 2017-18, which also defines desired productivity norms, with the recognised labour union for a period of three years.

8. Key financial ratios

Particulars	FY 19-20	FY 18-19
Inventory Turnover Ratio	4.03	4.65
Net Profit Turnover Ratio	7.33	6.08
Current Ratio	174.24	119.26
Quick Ratio	18.23	24.27
Debt Turnover Ratio	2.13	2.03
Interest Coverage Ratio	10.86	5.43
Debt Equity Ratio	0.13	1.81
Operating Profit Margin (%)	11%	12%
Net Profit Margin (%)	7%	6%
Return on Net Worth	14.10%	14.22%

9. Cautionary Statement

The statements in the Management Discussions and Analysis section describing company's projections, estimations, expectations and predictions are "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from the expressed or implied. Important factors that would make a difference to the company's operations include demand supply conditions, raw material prices, changes in government regulations, tax regimes, competition, economic developments within and outside the country etc.

On behalf of the Board of Directors

Place: Noida
Date: 03.06.2020

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Director
DIN: 00135653

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2020.

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Duncan Engineering Limited,
F- 33, Ranjangaon, MIDC
Karegaon, Taluka Shirur,
District Pune 412 209

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Duncan Engineering Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Duncan Engineering Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Duncan Engineering Limited ("the Company") for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) Secretarial Standards on the Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries of India.
- (vi) Other applicable Acts:
 - (a) Factories Act, 1948
 - (b) Payment of Wages Act, 1936 and rules made thereunder;
 - (c) The Minimum Wages Act, 1948;
 - (d) Employees State Insurance Act, 1948
 - (e) The Employees Provident Fund Act and Miscellaneous Provisions Act, 1952
 - (f) The Payment of Bonus Act, 1956
 - (g) Payment of Gratuity Act, 1972
 - (h) Protection of Women Against Sexual Harassment at Workplace Act and Rules;
 - (i) The Water (Prevention & Control of Pollution) Act, 1974;
 - (j) The Air (Prevention & Control of Pollution) Act, 1981;
 - (k) The Environment (Protection) Act, 1986 (Read with the Environment (Protection) Rules) 1986
 - (l) The Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008
 - (m) E waste (Management) Rules 2016

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Director and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board were carried through unanimously and recorded in the minutes.

It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.

There exist adequate systems and processes in the Company that are commensurate with the size of operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

VAISHNAV ASSOCIATES
Practicing Company Secretary

Shaswati Vaishnav
ACS: 11392
CP No: 8675
UDIN : A011392B000363623

Place: Pune
Date: 03.06. 2020.

Annexure "A"

(To the Secretarial Audit Report of M/s. Duncan Engineering Limited for the financial year ended 31-03-2020)

To
The Members
Duncan Engineering Limited

The Secretarial Audit Report for the Financial Year ended 31 March 2020 is to be read along with this Annexure A

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance and law, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the effectiveness with which the management has conducted the affairs of the company.

VAISHNAV ASSOCIATES
Practicing Company Secretary

Shaswati Vaishnav
ACS: 11392
CP No: 8675
UDIN : A011392B000363623

Place: Pune
Date: 03.06. 2020

ANNEXURE TO BOARD'S REPORT
REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company always acts as a good corporate citizen and recognizes that Corporate Governance is inherent to the culture of the Organization. The Company believes in the attainment of highest level of transparency, accountability and equity in all aspects of its operations. The Company firmly believes that these aspects as well as compliances of applicable legislations and timely disclosures enhance the image of the Company and long term values of all its shareholders and stakeholders. The Board of Directors of the Company has framed a Code of Conduct for its Directors and Senior Management. The Code of Conduct is available on the website (www.duncanengg.com) of the Company.

2. BOARD OF DIRECTORS:

A. Composition and Category

Board composition is a broad term that encompasses issues such as who is on the board and the skills mix of the board. It involves structural issues and board effectiveness depends on obtaining the right mix of skills and experience. The Company's policy is to maintain an optimum combination of Executive and Non- Executive Directors. The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry. The Chairman of the Board of Directors is a Non-Executive Director related to Promoter and as at March 31, 2020, Board of Duncan Engineering Limited comprises 7 Directors out of which 4, comprising of more than one half of the Board strength, are Independent Directors including 1 woman director and 3 are Non-Independent.

None of the Independent Directors have any material pecuniary relationship or transactions with the Company, its Promoters or with its management, which would affect the independence or judgment of the Directors. The Company has also not entered into any materially significant transactions with its Promoters, Directors or their relatives or with the Management etc. that may have potential conflict with the interest of the Company at large.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than five committees across all companies in which he/she is a Director.

Board of Directors of the Company has laid down Code of Business Conduct and Ethics for all Directors and members of the Senior Management. The Company follows the practice of obtaining annual affirmation of its compliance from them.

Compositions of the Board of Directors as on 31st March, 2020:

Category	No. of Directors
Promoter - Non Executive Director	2
Promoter - Executive Director	1
Non-Executive Independent Director	4
Total	7

As required under Regulation 17 (1) of SEBI (LODR) Regulations, 2015, a woman Director is also part of the Board.

B. Attendance of each director at the meeting of the Board of Directors and the last Annual General Meeting

Name of the Director	No. of Board Meeting held in 2019-20	No. of Board Meeting attended	Attendance at Last AGM date 16 th July 2019
Mr. J P Goenka	4	2	No
Mr. Arvind Goenka	4	4	Yes
Mr. Akshat Goenka	4	4	Yes
Mr. O P Dubey	4	4	Yes
Mr. Nitin Kaul	4	4	No
Mr. B. B. Tandon	4	2	No
Mrs. Arti Kant	4	4	No

C. Number of other Board of Directors or committees in which director has become member or chairperson

Name & Director Identification Number (DIN)	Category	No. of Directorships* held including this listed entity	No. of memberships#	No. of Chairmanships#	Directorship in other listed entity (Category of Directorship)
Mr. J P Goenka	Promoter, Non Executive Director	3	2	2	Oriental Carbon & Chemicals Ltd. (Non-Executive Chairman-Promoter Director)
Mr. Arvind Goenka	Promoter, Non Executive Director	3	1	0	1. Oriental Carbon & Chemicals Ltd., (Managing Director& CEO- Promoter Director) 2.Asahi Songwon Colors Limited (Independent, Non-Executive)
Mr. Akshat Goenka	Managing Director	2	1	0	Oriental Carbon & Chemicals Ltd.(Jt. Managing Director – Promoter Director)
Mr. O P Dubey	Non Executive Independent	2	3	2	Oriental Carbon & Chemicals Ltd. (Non-Executive-Independent Director)
Mr. Nitin Kaul	Non Executive Independent	1	1	0	None
Mr. B B Tandon	Non Executive Independent	5	5	0	1.Birla Corporation Ltd. (Independent, Non-Executive) 2. Jaiprakash Power VentureLtd. (Independent, Non-Executive) 3. Filatex India Limited (Independent, Non-Executive) 4. Oriental Carbon & Chemicals Ltd. (Non-Executive-Independent Director)
Mrs. Arti Kant	Non Executive Independent	1	3	0	None

*Directorships in foreign companies, private companies, companies governed by section 8 of Companies Act, 2013 and alternate directorship excluded.

Memberships of Audit Committee and Stakeholder Relationship Committee only are considered.

The Board meets at least once every quarter to review the quarterly performance and the financial results. The Board Meetings are generally scheduled in advance and the notice of each Board Meeting is given in writing/emailed to every Director. The Company placed before the Board the Budgets, Annual Operating Plans, Performance of the Business and other information including those specified under Part A of Schedule II of SEBI (LODR) Regulations 2015 from time to time.

Skill /expertise / competence of the Board of Directors

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry. The turnaround of the Company in last 3 years shows the competence of the of the Board which help the Company to get through the difficult times.

In terms of requirement of SEBI Listing Regulations, 2015, the Boardhas identified the following skills/expertise/competencies of theDirectors relevant to the business and understanding of the current scenario in general:

Strategic expertise	the ability to understand and review the strategy;
Industry knowledge	experience in similar industries;
Risk management	experience in managing areas of major risk to the organization;
Managing people and achieving change	experience as either a MD/ Joint MD or senior member of a management team in a similar or bigger sized organization;
Financial & accounting knowledge and Compliance of law	Sound financial & accounting knowledge and overseeing compliance with numerous laws.

D. Number of meetings of Board held and the dates on which held.

There were four Board Meetings held during the year 2019-20.

Name of the meeting	Dates on which meetings were held
Board Meeting	May 6, 2019; July 17, 2019; October 18, 2019 and January 28, 2020

E. Disclosure of relationship of directors inter se.

Name of the Directors	Category of Directorships	Relationship between directors
Mr. J P Goenka	Non-Executive Chairman	Mr. Arvind Goenka (Son) and Mr. Akshat Goenka (Grandson)
Mr. Arvind Goenka	Non-Executive Director	Mr. JP Goenka (Father) and Mr. Akshat Goenka (Son)
Mr. Akshat Goenka	Managing Director	Mr. J P Goenka (Grandfather) and Mr. Arvind Goenka (Father)
Mr. O P Dubey	Non-Executive Independent Director	None
Mr. B B Tandon	Non-Executive Independent Director	None
Mr. Nitin Kaul	Non-Executive Independent Director	None
Mrs. Arti Kant	Non-Executive Independent Director	None

F. No. of shares and convertible instruments held by non-executive directors

As on 31st March 2020, the Non-Executive Directors do not hold any shares or convertible instruments in the Company.

G. Web link where details of familiarisation programmes imparted to independent directors is disclosed.

The details of the familiarization programmes have been hosted on the website of the Company and can be accessed on the link: www.duncanengg.com under investor dropdown.

3. COMMITTEE:

AUDIT COMMITTEE

A. Terms of Reference:

The Audit Committee reviews with Management, the annual financial statement and auditor's report thereon, reviewing the quarterly financial statements, reviewing and monitoring the auditor's independence and performance of effectiveness of audit processes, Internal Financial Controls, reviewing the adequacy of internal audit function, discussion with internal auditors on their Report, substantial defaults in payment to creditors and others, reviewing funds raised through an issue, appointment & remuneration of auditors, approval appointment of CFO, review functioning of whistle blower mechanism, Related Party Transactions, Company's risk management strategy etc.

B. Compositions

The Audit Committee comprises of only Independent Non-Executive Director ('NEDs') and is chaired by Mr. O P Dubey. Mr. B B Tandon, Mr. Nitin Kaul & Mrs. Arti Kant are the member of the Committee.

The Managing Director, Chief Financial Officer, Internal Auditors and Statutory Auditors are permanent invitees to the meetings of the Committee, with the Company Secretary acting as its Secretary. The members of the Committee are eminent professionals with necessary knowledge in financial, accounting and business matters. Any other person/ executive, when required, also attend the meetings of the Committee.

C. Meetings and attendance during the year

A total of four Audit Committee Meetings were held during the year on May 6, 2019; July 17, 2019; October 18, 2019 and January 28, 2020.

Name of the member	Number of Meeting held in 2019-20	Number of meetings Attended
Mr. O P Dubey	4	4
Mr. B BTandon	4	2
Mrs. Arti Kant	4	4
Mr. Nitin Kaul	4	4

NOMINATION AND REMUNERATION COMMITTEE:

The Committee has been constituted in Compliance with Section 178 of the Companies Act, 2013, and Rules made there under as well as SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A. Terms of Reference

The primary purpose of the Committee, among other things, is to determine and propose the following for Board approval: -

- i) Identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- ii) carry out evaluation of every Director's performance along with the Board;
- iii) formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors;
- iv) formulate the criteria for performance evaluation of Independent Directors and the Board;
- v) devise a policy on Board diversity;
- vi) the Members and Chairperson of Board Committees;
- vii) Evaluate the level and compositions of remuneration to be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company Successfully.
- viii) Ensure the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- ix) To review and recommend remuneration of Whole-time Director/ Managing Director/ Managers and Key Managerial Personnel to the board including Performance Bonus; if any.
- x) To recommend sitting fee and commission to be paid to Non-Executive Directors of the Board.

B. Composition

The Nomination & Remuneration Committee comprises of four Directors, namely Mr. O. P. Dubey, Mr. B. B. Tandon, Mr. Arvind Goenka and Mr. Natin Kaul except Mr. Arvind Goenka (Non Executive Director) all the other members are Independent Directors. Mr. O P Dubey is the Chairman of the Committee.

C. Meetings and Attendance of Directors

In the Financial Year 2019-20 the Committee met only once on 6th May 2019. The attendance of Members at the meeting is given below:

Name of the Director	Number of meeting held in 2019-20	Number of meeting attended
Mr. Arvind Goenka	1	1
Mr. O P Dubey	1	1
Mr. B BTandon	1	1
Mr. Nitin Kaul	1	1

D. Board Evaluation

The process for Board Evaluation undertaken is inclusive of the following:

- The Board evaluates the performance of the Directors individually on the basis of evaluation made by the Independent Directors and Nomination and Remuneration Committee.
- The Nomination & Remuneration Committee evaluates the performance of each Director.
- The Independent Directors evaluate the performance of the Non-Independent Directors, including the Chairperson of the Company taking into account the views of the Executive and Non-Executive Directors and the Board as a whole.
- Performance of the Audit, Nomination & Remuneration and Stakeholder's Relationship Committees are also evaluated.

The criteria for performance evaluation as laid down by the Nomination & Remuneration Committee, inter alia includes:

- Appropriate Board size, composition, independence, structure
- Appropriate expertise, skills and leadership initiatives
- Attendance in meetings and participation in discussions
- Adequate knowledge about the Company's business and the economic scenario
- Innovative ideas for growth of the Company's business and economic scenario
- Effectiveness in discharging functions, roles and duties as required
- Review and contribution to strategies, business and operations of the Company
- Expression of independent opinion on various matters taken up by the Board
- Timely flow of information and effective decision making
- Defining roles and effective coordination and monitoring
- Effective and prompt disclosures and communication
- Compliance with applicable laws and adherence to Corporate Governance
- Compliance with Policies, Code of Conduct etc.

4. REMUNERATION OF DIRECTORS:

The Remuneration Policy recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors of the Company. The performance evaluation criteria for non-executive including independent directors are laid down by the Committee and taken on record by the Board of Directors.

The objective of the Company's remuneration policy is to ensure that Company's Directors, Key Managerial Personnel and other senior management employees are sufficiently incentivised for enhanced performance. Following criteria shall be followed to determine the remuneration payable to Directors, Key Managerial personnel (KMP) and other Employees.

Managing Director and Management Team

The remuneration paid / payable to the Managing Director is in accordance with the limits fixed by the Nomination & Remuneration Committee and Board and approved by the Shareholders.

The increase in fixed remuneration is dependent upon individual & Company's performance and is assessed annually. The Performance Bonus is based on a set of stretch targets that reflect the overall financial performance of the Company each year.

The total remuneration paid to Mr. Akshat Goenka, Managing Director comprises token salary and commission up to maximum of 5% of Net Profits to be paid out based on the audited Financial Statements of each year subject to overall limit fixed under Section 197 of the Companies Act, 2013.

Details of remuneration of Mr Akshat Goenka, Managing Director from 1st April 2019 to 31st March 2020

SALARY	COMMISSION	TOTAL
Rs. 12,000/-	Rs. 16,58,000/-	Rs. 16,70,000/-

Non- Executive Directors:

Non Executive Director are paid sitting fees for attending the Board and Committee meetings, plus the reimbursement directly related to the actual travel and out-of-pocket expenses, if any, incurred by them.

The sitting fees paid to the Non Executive Directors for the year 2019-20 is as follows:

Mr. J P Goenka	-	INR. 65,000/-
Mr. Arvind Goenka	-	INR. 1,05,000/-
Mr. Nitin Kaul	-	INR. 2,25,000/-
Mr. O P Dubey	-	INR. 2,47,500/-
Mr. B B Tandon	-	INR. 1,25,000/-
Mrs. Arti Kant	-	INR. 2,37,500/-

None of the Non Executive Director of the Company holds any shares in the Company.

None of the Non Executive Directors of the Company entered into any transaction of pecuniary nature with the Company during the year 2019-20.

The Company has so far not issued any stock options to any Director.

Service Contract with the Managing Director:

Contract period: 9th February 2017 to 8th February 2022

Mr Akshat Goenka was appointed as Managing Director of the Company for a period of five years w.e.f. 9th February 2017. Mr Akshat Goenka's appointment as Managing Director can be terminated with notice of six months by either side.

5. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

A. Terms of Reference

The Committee has been constituted in Compliance with Section 178 of the Companies Act, 2013, and Rules made there under as well as Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Committee focuses primarily on monitoring and ensuring that shareholder and investor services operate in an efficient manner and that shareholder and investor grievances/complaints including that of all other shareholder are addressed promptly with the result that all issues are resolved rapidly and efficiently.

B. Composition

As on 31st March, 2020, the Committee comprises three members: Mr. J P Goenka, a Non-Executive Director as chairman, Mrs. Arti Kant & Mr. O P Dubey as its members. The Company Secretary acts as Secretary to the Committee.

C. Meeting and attendance

The Committee met four times during the year i.e. May 6, 2019; July 17, 2019; October 18, 2019 and January 28, 2020.

Name of the Director	Number of meeting held during the tenure	Number of meeting attended
Mr. J P Goenka	4	2
Mr. O P Dubey	4	4
Mrs. Arti Kant	4	4

Mr. Rajib Gope, Company Secretary, is the Compliance Officer of the Company.

No shareholder grievance was received during the year under review. There were 139 (Q1:54+Q2:26+Q3:36+Q4:23) requests received from shareholders on various issues which were suitably resolved.

No request for transfers/transmission/Issue of Duplicate share certificates was pending as on March 31, 2020.

6. INDEPENDENT DIRECTOR'S MEETING:

During the year under review the Independent Directors met on January 28, 2020, inter alia:

- reviewed the performance of non-independent directors and the Board as a whole.
- reviewed the performance of the Chairperson of the company, taking into account the views of executive directors and non – executive directors.
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

7. GENERAL BODY MEETINGS:

a. Location and time where last three Annual General Meetings (AGM) held

AGM for the Year	Date	Time	Venue
2016-17	03.08.2017	02:30 P.M.	F 33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Pune 412 209
2017-18	02.08.2018	11:00 A.M.	F 33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Pune 412 209
2018-19	16.07.2019	12.30 P.M	F 33, Ranjangaon MIDC, Karegaon, Tal. Shirur, Pune 412 209

No Extraordinary General Meeting held during the year.

b. Special Resolutions passed in the previous three AGMs

AGM YEAR	Matter approved by Special Resolution
2016-17	<ul style="list-style-type: none"> Appointment of Mr. Akshat Goenka as Managing Director
2017-18	<ul style="list-style-type: none"> Continuation of appointment of Mr. J P Goenka, as Non-Executive Director
2018-19	<ul style="list-style-type: none"> Re-appointment of Mr. B B Tandon (holding DIN 00740511), as an Independent Director of the Company, for his second term of 5 (five) consecutive years; Re-appointment of Mr. O P Dubey (holding DIN 00228441), as an Independent Director of the Company, for his second term of 5 (five) consecutive years; Re-appointment Mr. Nitin Kaul (holding DIN 01718619), as an Independent Director of the Company, for his second term of 5 (five) consecutive years; Pay a sum not exceeding one percent per annum of the Net Profits of the Company as commission to Non-Executive Directors

c. **Special Resolutions passed during the year through Postal Ballots and E-voting.**

No special resolution was passed during the year through Postal Ballot or e-voting.

8. MEANS OF COMMUNICATION:

- a. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual financial results in the pro-forma prescribed by Regulation 33 of SEBI(LODR) Regulations 2015 within the prescribed period.
- b. The approved Quarterly and Half Yearly and annual financial results are published in newspapers viz. all editions of Financial Express and Lok Satta (Vernacular).
- c. The results and other relevant information are displayed on the Company's Website www.duncanemgg.com
- d. No formal presentations were made to the Institutional Investors and analysts during the year under review.

9. GENERAL SHAREHOLDERS INFORMATION:

a) Details of Director seeking re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015)

Mr. Arvind Goenka is the Non-Executive Promoter Director of the Company. He joined the Board in the year 1991. Mr. Goenka aged about 56 years, graduate in Commerce from University of Kolkata, is an Industrialist from the family headed by (Late) Sir Badridas Goenka and is associated with the renowned multi-industry group namely "Duncans". He has over 32 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.

Mr. Arvind Goenka is the son of Mr. J P Goenka, Chairman and father of Mr. Akshat Goenka, Managing Director of the Company.

Mr. Arvind Goenka is the promoter Director of Oriental Carbon & Chemicals Limited.

Mr. Goenka is a Member of the Nomination & Remuneration Committee of the Company.

His Directorships and Chairman/Memberships in other Board / Committees are as follows:

Managing Director of Oriental Carbon & Chemicals Limited and independent Director of Asahi SongwonColors Limited

Member of Stakeholder Relationship Committee, CSR Committee & Operational and Finance Committee of Oriental Carbon & Chemicals Limited

Mr. Goenka does not hold any shares in the Company.

b) Re-appointment of Mrs. Arti Kant, Independent Directors of the Company for 2nd term of 5 (five) consecutive years.

The current tenure of Mrs. Arti Kant, Independent Directors of the Company are expiring on 30th July, 2020. The Nomination and Remuneration Committee and the Board of your Company recommended the appointment of Mrs. Arti Kant as Independent Directors of the Company for their 2nd term of 5 (five) consecutive years with effect from 31st July, 2020 with the approval of Members in the ensuing Annual General Meeting of the Company. The brief profile and other information of the Directors seeking re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been given in the Explanatory Statement to the Notice convening the ensuing Annual General Meeting of the Company.

None of Directors of the Company are disqualified as per applicable provision of the Act and none of the Directors hold any shares of the Company.

c) Annual General Meeting

Date and Time : 29th July, 2020 at 10.00 A.M. IST
Venue : Through Video Conferencing ("VC")/
other Audio Visual Means ("OAVM")

d) Financial Calendar (tentative and subject to change)

The unaudited/audited financial results of the Company for the following quarter ending/year ending will be published on or before the dates mentioned against the respective period:

For the Quarter ending 30th June, 2020 (Unaudited) : 14th August, 2020
For the quarter ending 30th September 2020 (Unaudited) : 14th November, 2020
For the quarter ending 31st December 2020 (Unaudited) : 14th February, 2021
For the Year ending March 31, 2021 (Audited) : 30th May, 2021

e) Dividend Payment Date : Not applicable

f) Listing on Stock Exchanges at : BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001,

Annual Listing Fees for 2019-20 was paid on 20th April 2020.

g) Stock Code : 504908

h) Market Price Data: The following is the high/low price of the Company's shares as quoted in the BSE Limited and SENSEX during each of the months of the financial year 2019-20

Month	Open Price (Rs.)	High Price (Rs.)	Low Price (Rs.)	Close Price (Rs.)	BSE SENSEX (High)	No of shares traded
April 2019	70.05	83.45	68.80	75.90	39487.45	2780
May 2019	79.65	111.85	79.65	94.25	40124.96	16760
June 2019	89.65	111.10	86.10	90.40	40312.07	5846
July 2019	94.90	107.00	92.00	100.75	40032.41	9371
August 2019	105.75	110.00	89.30	93.10	37807.55	7644
Sept 2019	88.50	115.50	84.25	100.30	39441.12	7751
Oct 2019	100.00	136.55	98.40	126.50	40392.22	14874
Nov 2019	126.50	136.00	114.05	118.30	41163.79	12601
Dec 2019	120.00	128.00	103.05	113.00	41809.96	8996
Jan 2020	115.55	137.00	106.00	112.70	42273.87	16932
Feb 2020	115.95	125.90	91.00	113.00	41709.30	6501
March 2020	122.85	123.00	67.00	88.00	39083.17	6663

i) Performance of Company's shares in comparison to BSE Sensex

No of shares traded : 116719
Highest Share Price (Rs) : 137.00
Lowest Share Price (Rs) : 67.00
Closing price as on March 31, 2020 (Rs) : 88.00

j) No securities of the Company were suspended from trading during the year 2019-20.

k) Registrar & Transfer Agent

Link Intime India Private Limited
Block No 202, 2nd Floor, Akshay Complex,
Near Ganesh Temple, Off-Dhole Patil Road, Pune - 411001
Tel: 020-26161629/26160084, Fax: 020-26163503
Email: pune@linkintime.co.in

l) Share Transfer System

Transfer of shares in the physical form can be lodged with Link Intime India Pvt Ltd at the above-mentioned address or sent to the Company which would be forwarded to Link Intime India Pvt Ltd.

The Transfers which are received in physical form are processed within 10-15 days from the date of receipt and the share certificates are returned duly transferred subject to the documentation being valid and complete in all respect.

The Board has delegated the authority for approving transfer, transmission etc of the Company's securities to Shareholders/ Investors Grievances Committee and the Company Secretary.

The Company obtains from Company Secretary in Practice certificate of compliance with share transfer formalities as required under Regulation 40(9) of SEBI (LODR) Regulations 2015 (Clause 47(c) of the Listing Agreement) on a half yearly basis and files a copy of the certificate with the Stock Exchange as well as to Board of Directors.

m. Distribution of Shareholding as on March 31, 2020

No. of Shares		No. of Holders	% of total	No. of Shares Shareholders	% of total Shares
From	To				
1	500	2632	90.6648	255524	6.9135
501	1000	130	4.4781	94081	2.5455
1001	2000	75	2.5835	103220	2.7927
2001	3000	20	0.6889	46554	1.2596
3001	4000	10	0.3445	35671	0.9651
4001	5000	05	0.1722	22333	0.6042
5001	10000	17	0.5856	111680	3.0216
10001	*****	14	0.4823	3026937	81.8976
Total			100.0000	3696000	100.0000

n. Shareholding Pattern as on March 31, 2020

Category	No. Of Share Holders	No. of Shares Held	% of Share Capital	No. of Shares Pledge	% of Share Capital
A) Promoters:					
Indian Promoters	3	2755855	74.5632	-	-
Foreign Promoters	-	-	-	-	-
TOTAL Promoters	3	2755855	74.5632	-	-
B) Non Promoters:					
Financial Institution & Bank	09	2075	0.0561	-	-
Bodies Corporate	38	11683	0.3161	-	-
Indian Public	2688	879331	23.7914	-	-
Foreign Nations/ NRIs	33	11913	0.3223	-	-
Hindu Undivided Family	65	21538	0.5827	-	-
IEPF	01	13276	0.3592	-	-
Others(Clearing Members)	03	329	0.0089	-	-
Total Non Promoter	2837	940145	25.4368	--	--
TOTAL (A+B)	2840	3696000	100.0000	-	-

o. Dematerialisation of Shares and Liquidity

No. of Shares:Physical form : 117015
Demat form : 3578985

Demat ISIN in NDSL & CDSL for Company's Equity Shares : INE340F01011

The Company has entered into agreement with National Securities Depository Ltd (NSDL) as well as the Central Depository Services Ltd (CDSL) for demat facility. 96.83% of the Company's shares are dematerialized as on March 31, 2020.

Nomination:

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of all the registered shareholders. Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Transfer Agents.

p. Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

The Company doesnot have any outstanding GDR/ADR/Warrant or any convertible instruments as on date.

q. Commodity price risk or foreign exchange risk and hedging activities: There is a Foreign Exchange gain (nett) of Rs.1,40,591 which is 0.058% of material consumed. There are no hedging activities during the year.

r. F-33,Ranjangaon Industrial Area, MIDC,Karegoan, Tal. Shirur, Dist Pune- 412 209

s. Address for correspondence

Investor Correspondence:

Link Intime India Pvt Ltd

Block No 202, 02nd Floor,Akshay Complex,Near Ganesh Temple,Off-Dhole Patil Road,
Pune – 411001Tel: 020-26161629\26160084
Fax: 020-26163503,Email: pune@linkintime.co.in

For query on Annual Report:

Mr. Rajib Kumar Gope

Company Secretary & Compliance Officer

Duncan Engineering Limited

F-33 Ranjangaon Industrial Area, MIDC, Karegoan, Tal, Shirur, Dist- Pune 412 209
Tel: (021) 38660066 Fax: (021) 38660067, Email: complianceofficer@duncanengg.com
Website: www.duncanengg.com

t. Credit Ratings

Your Company has obtained Credit Rating from ICRA Ltd. The Credit Rating was obtained on July 2019. Last Credit Rating was {ICRA} AA-(SO) (Stable).

10. OTHER DISCLOSURES

a. Disclosure on materially significant Related Party transactions that may have potential conflict with the interest of the listed entity at large.

All Related Party transactions that were entered into during the financial year were on arms' length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of Company at large. All related party transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of foreseen and repetitive nature. None of the Directors has any pecuniary

relationship or transactions vis-a-vis the Company.

- b. Details of non-compliance by the listed entity, penalties and strictures imposed on the listed entity by stock exchange or the Board (SEBI) or any statutory authority on any manner related to capital markets during the last three years.**

The Company has complied with the requirements of the Regulatory Authorities on Capital Markets. Neither has there been any instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty or stricture been imposed on the Company by the stock exchanges, SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

- c. Details of establishment of vigil mechanism, Whistle blower policy and affirmation that no personnel have been denied access to the Audit Committee**

In line with the best Corporate Governance practices, Duncan Engineering Limited has put in place a system through which the Directors, employees and business associates may report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Company has put in place process by which employees and business associates have direct access to the Audit Committee Chairman, Managing Director, Chairman of the Board. The whistle blower policy is placed on the website of the Company.

- d. Details of compliance with mandatory requirements and adoption of non-mandatory requirements**

The Company has complied with the applicable mandatory requirements of SEBI (LODR) Regulations, 2015. The Company has adopted non-mandatory requirements to the extent specified in para 13 below.

- e. Web link where policy for determining 'material' subsidiaries is disclosed**

The Company has no subsidiary as on date.

- f. Web link where policy on dealing with related party transactions**

The policy on dealing with related party transactions have been hosted on the website of the Company and can be accessed on the link: www.duncanengg.com under investor dropdown.

- g. Disclosure of commodity price risks and commodity hedging activities**

No such activity during the year. `

- h. Mrs. Shaswati Vaishnav of M/s. Vaishnav Associates., Practising Company Secretary, has issued a certificate as required under Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed and form part of this report.**

- i. Disclosure in relation to sexual harassment of women in workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. number of complaints filed during the financial year: Nil
b. number of complaints disposed of during the financial year: Nil
c. number of complaints pending as on end of the financial year: Nil

- 11. All the requirements of Corporate Governance Report of Sub-paras (2) to (10) above have been complied with.**

- 12. EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN COMPLIED.**

Shareholder Rights: Quarterly financial results are forwarded to the Stock Exchange and uploaded on the website of the Company.

Audit Qualifications: During the year under review, there was no audit qualification in the Auditors' report on the

Company's financial statements.

Separate post of Chairman and CEO: The Chairman of the Company and the Managing Director are different persons.

Reporting of Internal Auditor: The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members.

13. The Company has complied with corporate governance requirements as specified in regulation 17 to 27 (Clause 49 of erstwhile Listing Agreement). The Company has a functional website and it disseminate information as specified in clauses (b) to (i) of the sub-regulation (2) of the regulation 46.

DECLARATION

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company and the same is available in the Company's website. Requisite annual affirmations of compliance with respective codes have been made by the Directors and Senior Management of the Company.

M/s Vaishnav Associates, Practising Company Secretaries, Pune have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

On behalf of the Board of Directors

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Director
DIN: 00135653

Date: 03.06.2020
Place: Noida

CERTIFICATE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulation)

**The Members,
Duncan Engineering Limited,
F-33, Ranjangaon, MIDC,
Karegaon, Tal. Shirur,
Dist. Pune – 412 209.**

I have examined compliance of conditions of Corporate Governance by Duncan Engineering Limited (“the Company”) for the year ended on March 31, 2020, as referred to in regulation 15(2) read with clause C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter, collectively referred to as the “Listing Regulations”) read with Regulation 34(3) of the said Listing Regulations for the year ended on March 31, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

In my opinion, and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

I state that no investor's grievance is pending unresolved by the Company for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**VAISHNAV ASSOCIATES
Practicing Company Secretary**

**Shaswati Vaishnav
ACS: 11392
CP No: 8675
UDIN : A011392B000369915**

**Place :Pune
Date:03.06.2020**

CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members,
Duncan Engineering Limited,
F -33, Ranjangaon, MIDC,
Karegaon, Tal. Shirur,
Dist. Pune – 412 209.

I have examined the relevant registers, records and forms and returns and disclosures received from the Directors of Duncan Engineering Limited having its registered office at F -33, Ranjangaon, MIDC, Karegaon, Tal. Shirur, Dist. Pune – 412 209 having CIN L28991PN1961PLC139151 (hereinafter referred to as the “Company”) produced before me by the Company for the purpose of issuing this certificate , in accordance with Regulation 34(3) read with clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India(Listing Obligations and Disclosure Requirement) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors identification Number DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of Duncan Engineering Limited have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/SEBI/Ministry of Corporate Affairs or any such statutory authority .

DIN	Name
00135653	Arvind Goenka
00136782	Jagdish Prasad Goenka
00228441	Om Prakash Dubey
00740511	Brij Behari Tandon
01718619	Nitin Kaul
03218058	Arti Kant
07131982	Akshat Goenka

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

VAISHNAV ASSOCIATES
Practicing Company Secretary

Shaswati Vaishnav
ACS: 11392
CP No: 8675
UDIN : A011392B000369915

Place: Pune
Date: 03.06. 2020.

Secretarial compliance report of Duncan Engineering Limited for the year ended March 31, 2020 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have examined:

- (a) All the documents and records made available to us and explanation provided by DUNCAN ENGINEERING LIMITED;
- (b) The filings/submissions made by the DUNCAN ENGINEERING LIMITED to the stock exchange;
- (c) Website of the DUNCAN ENGINEERING LIMITED;
- (d) Any other document/filing as may be relevant, which has been relied upon to make this Certification;

For the period ended March 31, 2020 (Review period) in respect of the compliance with the provisions of:

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

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

- (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 2014 (Not Applicable);
- (f) Securities and Exchange Board of India (issue and listing of Debt Securities) Regulations 2008; (Not Applicable);
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations 2013; (Not Applicable)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
- (i) (other regulations as applicable);

And circulars/guidelines issued thereunder.

And based on the above examination, I, report that during the Review Period:

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

No non compliances noted for applicable regulations.

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	NOT APPLICABLE		

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from the examination of those records.

- (c) The following are the details of actions taken against DUNCAN ENGINEERING LIMITED /its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr.No.	Action taken by	Details of violation	Details of action taken e.g.fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NOT	APPLICABLE		

- (d) The Listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the secretarial compliance report for the year ended ... (The years are to be mentioned)	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity.
	NOT	APPLICABLE		

VAISHNAV ASSOCIATES
Practicing Company Secretary

Shaswati Vaishnav
ACS: 11392
CP No: 8675
UDIN : A011392B000328016

Date: Pune
Date: 03.06. 2020.

CEO/CFO Certificate for the financial year ended 31st March, 2020

[Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015]

We certify that:

- A.** We have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of their knowledge and belief:
1. These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These Statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's Code of Conduct.
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the auditors and the Audit committee:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. Instances of significant fraud of which they have become aware and their involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

K Raghu Raman
Chief Financial Officer
Place: Pune

Akshat Goenka
Managing Director
Place: Noida

Date: June 3, 2020

Annexure to Board's Report

Form No. MGT-9

Extract of Annual Return as on the financial year ended on March 31, 2020

[Pursuant to section92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules,2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN:L28991PN1961PLC139151
- ii) Registration Date: 29th March,1961
- iii) Name of the Company: Duncan Engineering Limited
- iv) Category / Sub-Category of the Company: Company Limited by Shares/Indian Non- Government Company
- v) Address of the Registered office:
F 33, Ranjangaon MIDC,
Karegaon, Tal Shirur,
Pune-412209
- vi) Whether listed company:Yes. Listed in BSE Limited
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

Link Intime India Private Limited
Block No.202, Akshay Complex, Off Dhole Patil Road,
Near Ganesh Temple, Pune 411001
Tel: 020 2616-1629/2616-0084: E-mail : pune@linkintime.co.in
Website : www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turn over of the company shall be stated: -

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1	Fluid Power & Automation	88412000	95.90%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	%OF SHARES HELD	APPLICABLE SECTION
1	Oriental Carbon & Chemicals Limited	L24297WB1978PLC031539	Holding	50.0135%	Section 2(46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) as on March 31, 2020.

i) Category-wise Share Holding

Category Code	Category of shareholder	Number of Shareholders	Total number of shares	Number of shares held in Dematerialized	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII)/(IV)* 100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Promoter and Promoter Group							
1	Indian							
(a)	Individuals/Hindu Undivided Family	0	0	0	0.0000	0.0000	0	0.0000
(b)	Central Government/State Government(s)	0	0	0	0.0000	0.0000	0	0.0000
(c)	Bodies Corporate	3	2755855	2755855	74.5632	74.5632	0	0.0000
(d)	Financial Institutions / Banks	0	0	0	0.0000	0.0000	0	0.0000
(e)	Any Other (specify)	0	0	0	0.0000	0.0000	0	0.0000
	SubTotal (A)(1)	3	2755855	2755855	74.5632	74.5632	0	0.0000
2	Foreign							
(a)	Individuals (Non Resident Individuals/Foreign Individuals)	0	0	0	0.0000	0.0000	0	0.0000
(b)	Bodies Corporate	0	0	0	0.0000	0.0000	0	0.0000
(c)	Institutions	0	0	0	0.0000	0.0000	0	0.0000
(d)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	0	0.0000
(e)	Any Other (specify)	0	0	0	0.0000	0.0000	0	0.0000
	Sub Total (A)(2)	0	0	0	0.0000	0.0000	0	0.0000
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	3	2755855	2755855	74.5632	74.5632	0	0.0000
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/UTI	0	0	0	0.0000	0.0000	-	-
(b)	Financial Institutions / Banks	9	2075	1022	0.0561	0.0561	-	-
(c)	Central Government/State Government(s)	0	0	0	0.0000	0.0000	-	-
(d)	Venture Capital Funds	0	0	0	0.0000	0.0000	-	-
(e)	Insurance Companies	0	0	0	0.0000	0.0000	-	-
(f)	Foreign Institutional Investors	0	0	0	0.0000	0.0000	-	-

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII)/(IV)* 100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(g)	Foreign Venture Capital Investors	0	0	0	0.0000	0.0000	-	-
(h)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	-	-
(I)	Any Other (specify)	0	0	0	0.0000	0.0000	-	-
	Sub Total (B) (1)	9	2075	1022	0.0561	0.0561	-	-
2	Non-ins tu ons							
(a)	Bodies Corporate	38	11683	11011	0.3161	0.3161	-	-
(b) (i)	Individuals - shareholders holding nominal share capital up to Rs 2 Lakh	2682	672453	558952	18.1941	18.1941	-	-
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	6	206878	206878	5.5973	5.5973	-	-
(c)	Qualified Foreign Investors	0	0	0	0.0000	0.0000	-	-
(d)	Any Other:							
I	Non Resident Indians (Repat)	12	5129	3393	0.1388	0.1388	-	-
II	Non Resident Indians (Non Repat)	21	6784	6731	0.1835	0.1835	-	-
III	Foreign Companies	0	0	0	0	0	-	-
IV	Market maker/ Clearing Member	3	329	329	0.0089	0.0089	-	-
V	Directors / Rela ves	0	0	0	0	0	-	-
VI	Hindu Undivided Family	65	21538	21538	0.5827	0.5827	-	-
VII	Trusts	0	0	0	0	0	-	-
VIII	IEPF	1	13276	13276	0.3592	0.3592	-	-
	Sub Total (B)(2)	2828	938070	822108	25.3807	25.3807	-	-
	Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)	2837	940145	823130	25.4368	25.4368	-	-
	Total (A)+(B)	2840	3696000	3578985	100.0000	100.0000		
(C)	Shares held by custodians and against which Depository Receipts have been issued							
I	Promoter and Promoter group	0	0	0	0.0000	0.0000	0	0.0000
II	Public	0	0	0	0.0000	0.0000	0	0.0000
	Grand Total(A+B+C)	2840	3696000	3578985	100.0000	100.0000	-	-

Note: The Shareholding Pattern has been prepared as per SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017 which states that shareholding of the promoter and promoter group, public shareholder and non public non-promoter shareholder is to be consolidated on the basis of the PAN and folio number to avoid multiple

i) Shareholding of Promoters:

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered of total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered of total shares	
1	Oriental Carbon and Chemicals Ltd	1848500	50.0135	0	1848500	50.0135	0	0
2	Cosmopolitan Investments Ltd	905336	24.4950	0	905336	24.4950	0	0
3	Duncan International (India) Ltd.	2019	0.0546	0	2019	0.05446	0	0
	Total	2755855	74.5632	0	2755855	74.5632	0	0

ii) Change in Promoters' Shareholding:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2755855	74.5632	2755855	74.5632
	Datewise Increase / Decrease in Promoters Shareholding during the year Specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc)	Nil	Nil	Nil	Nil
	At the end of the year	2755855	74.5632	2755855	74.5632

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs and ADRs):

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
1	Jashwan Maganlal Desai	54000	1.4610			54000	1.4610
	at the end of the year					54000	1.4610
2	Nila Anilkumar Desai	40000	1.0823			40000	1.0823
	Transfer			27 Dec 2019	2905	42905	1.1608
	at the end of the year					42905	1.1608
3	Biren Dolatrai Nayak	31000	0.8387			31000	0.8387
	at the end of the year					31000	0.8387
4	Javahir Jaysukhlal Jagirdar	29174	0.7893			29174	0.7893
	Transfer			26 Jul 2019	1100	30274	0.8191
	Transfer			02 Aug 2019	100	30374	0.8218
	Transfer			16 Aug 2019	526	30900	0.8360
	Transfer			23 Aug 2019	100	31000	0.8387
	at the end of the year					31000	0.8387
5	Shyamsunder Kisangopal Lakhani	22046	0.5965			22046	0.5965
	Transfer			21 Jun 2019	400	22446	0.6073
	Transfer			02 Aug 2019	1395	23841	0.6450
	Transfer			04 Oct 2019	2416	26257	0.7104
	Transfer			11 Oct 2019	259	26516	0.7174
	Transfer			18 Oct 2019	50	26566	0.7188
	Transfer			25 Oct 2019	(2266)	24300	0.6575
	Transfer			01 Nov 2019	(752)	23548	0.6371
	Transfer			08 Nov 2019	12	23560	0.6374
	Transfer			15 Nov 2019	39	23599	0.6385
	Transfer			22 Nov 2019	211	23810	0.6442
	Transfer			29 Nov 2019	50	23860	0.6456
	Transfer			06 Dec 2019	52	23912	0.6470
	Transfer			13 Dec 2019	24	23936	0.6476
	Transfer			31 Dec 2019	5	23941	0.6478
	Transfer			17 Jan 2020	14	23955	0.6481
	Transfer			24 Jan 2020	114	24069	0.6512
	Transfer			31 Jan 2020	768	24837	0.6720
	Transfer			07 Feb 2020	323	25160	0.6807
	Transfer			21 Feb 2020	21	25181	0.6813
	Transfer			28 Feb 2020	38	25219	0.6823
	Transfer			06 Mar 2020	51	25270	0.6837
	Transfer			13 Mar 2020	319	25589	0.6923
	Transfer			20 Mar 2020	490	26079	0.7056

	Transfer			27 Mar 2020	242	26321	0.7121
	Transfer			31 Mar 2020	36	26357	0.7131
	At the end of the year					26357	0.7131
6	Anilkumar Maganlal Desai	21616	0.5848			21616	0.5848
	Transfer			17 May 2019	(192)	21424	0.5797
	Transfer			24 Jan 2020	192	21616	0.5848
	At the end of the year					21616	0.5848
7	Pankil Kumar Shah	13586	0.367 6			13586	0.3676
	Transfer			26 Jul 2019	200	13786	0.3730
	Transfer			30 Aug 2019	80	13866	0.3752
	Transfer			06 Sep 2019	200	14066	0.3806
	Transfer			20 Sep 2019	(250)	13816	0.3738
	Transfer			15 Nov 2019	410	14226	0.3849
	Transfer			06 Dec 2019	50	14276	0.3863
	Transfer			27 Dec 2019	51	14327	0.3876
	Transfer			03 Jan 2020	10	14337	0.3879
	Transfer			24 Jan 2020	200	14537	0.3933
	Transfer			07 Feb 2020	300	14837	0.4014
	Transfer			21 Feb 2020	200	15037	0.4068
	at the end of the year					15037	0.4068
8	Vina Anil Desai	14100	0.3815			14100	0.3815
	At The End Of The Year					14100	0.3815
9	Kailashben Ashok kumar Patel	654	0.0177			654	0.0177
	Transfer			05 Apr 2019	200	854	0.0231
	Transfer			17 May 2019	2427	3281	0.0888
	Transfer			24 May 2019	1073	4354	0.1178
	Transfer			31 May 2019	250	4604	0.1246
	Transfer			05 Jul 2019	350	4954	0.1340
	Transfer			26 Jul 2019	556	5510	0.1491
	Transfer			02 Aug 2019	50	5560	0.1504
	Transfer			23 Aug 2019	2500	8060	0.2181
	Transfer			27 Sep 2019	(106)	7954	0.2152
	Transfer			08 Nov 2019	3101	11055	0.2991
	Transfer			15 Nov 2019	813	11868	0.3211
	Transfer			03 Jan 2020	86	11954	0.3234
	Transfer			24 Jan 2020	655	12609	0.3412
	Transfer			20 Mar 2020	100	12709	0.3439
	Transfer			27 Mar 2020	609	13318	0.3603
	At The End Of The Year					13318	0.3603
10	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	13276	0.3592			13276	0.3592
	At The End Of The Year					13276	0.3592
11	Sonal Kanaiyalal Desai	12631	0.3417			12631	0.3417
	At The End Of The Year					12631	0.3417

iii) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Raghu Raman, CFO	0	0	0	0
	Mr. Rajib Kumar Gope, CS	0	0	0	0
	Datewise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / Sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	0	0	0	0

Note: None of the Directors holds any shares in the Company.

V. **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year -01/04/2019				
i) Principal Amount	358,857	-		358,857
ii) Interest due but not paid	1,844	-		1,844
iii) Interest accrued but not due	-	-		-
Total (i+ii+iii)	360,701	-		360,701
Change in Indebtedness during the financial year				
Addition	22,20,000	-	-	22,20,000
Reduction	4,94,638	-		4,94,638
Net Change	17,25,362			17,25,362
Indebtedness at the end of the financial year - 31/03/2020				
i) Principal Amount	20,86,063	-		20,86,063
ii) Interest due but not paid	12,889	-		12,889
iii) Interest accrued but not due	-	-		-
Total (i+ii+iii)	20,98,952	-		20,98,952

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
		Akshat Goenka	
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,000	12,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as 5% of net profit - Others, specify	16,58,000	16,58,000
5.	Other, please specify		
	Allowances	Nil	Nil
	Variable pay	Nil	Nil
	Total (A)	16,70,000	16,70,000
	Ceiling as per the Act (Special Resolution)		84,00,000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount (Rs.)
		J P Goenka	Arvind Goenka	B B Tandon	O P Dubey	Nitin Kaul	Arti Kant	
1.	Independent Directors							
	Fee for attending Board & Committee meetings	-	-	1,25,000	2,47,500	2,25,000	237500	8,35,000
	Commission	-	-	Nil	Nil	Nil	Nil	Nil
	Others, please specify	-	-	Nil	Nil	Nil	Nil	Nil
	Total (1)	-	-	1,25,000	2,47,500	2,25,000	237500	8,35,000
2.	Other Non-Executive Directors							
	Fee for attending Board & Committee meetings	65,000	105,000	-	-	-	-	1,70,000

Commission	Nil	Nil	-	-	-	-	Nil
Others, please specify	Nil	Nil	-	-	-	-	Nil
Total (2)	65,000	105,000	-	-	-	-	1,70,000
Total (B)=(1+2)							10,05,000
Overall Ceiling as per the Act							48,00,000

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD(Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
		Rajib K Gope	K Raghu Raman	
1.	Gross Salary			
	(a) Salary as per provisions contain of in section 17(1) of the Income-tax Act, 1961	10,43,688	28,87,824	39,31,512
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of Net Profit - others, specify	Nil	Nil	Nil
5.	Others, please specify- Performance Bonus	-----		
	Total	10,43,688	28,87,824	39,31,512

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

On behalf of the Board of Directors

Akshat Goenka
Managing Director
DIN: 07131982

Arvind Goenka
Director
DIN: 00135653

Place: Noida
Date: 03.06.2020

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF DUNCAN ENGINEERING LIMITED

Report on the Standalone Financial Statements

Opinion

1. We have audited the accompanying Standalone financial statements of **DUNCAN ENGINEERING LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the "Code of Ethics" issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

3. We draw attention to Note 39 to the Standalone financial statements with respect to the disruption, uncertainties and impact due to Covid-19 pandemic on the Company's operations as assessed by the management. Further, due to the continuing lockdown, the physical inventory verification at the year end could not be undertaken and therefore, we have relied upon the relevant alternate audit procedures including the perpetual inventory verification process of the Company, to obtain comfort over the existence and condition of Inventory at the year end. Our opinion is not modified in respect of this matter.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

5. The Company's Board of Directors is responsible for the other information. The other information comprises of the Board's Report including its Annexures, and other report placed by the management before the members, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to

report that fact. We have nothing to report in this regard. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.
8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in Annexure B to this report.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i). The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer Note No. 31 to the Standalone financial statements;
 - (ii). The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - (iii). There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. There has been no delays in transferring amounts, to the Investor Education and Protection Fund by the Company

For Singhi & Co.
Chartered Accountants
Firm's Registration No.: 302049E

Sudesh Choraria
Partner
Membership no: 204936
UDIN : 20204936AAAACJ9560

Place: Mumbai
Date: June 03, 2020

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of DUNCAN ENGINEERING LIMITED on the Standalone financial Statements as of and for the year ended March 31, 2020)

We report that:

- i. In respect of its fixed assets:
 - a) According to information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, fixed assets of the Company have been physically verified during the year by the management. As informed to us, no material discrepancies have been noticed on such physical verification. In our opinion, the frequency is reasonable having regard to the size of the Company and the nature of its assets.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- ii. As explained to us, physical verification has been conducted by the management at reasonable intervals during the year in respect of inventory of raw materials, work in progress, finished goods and by products. *However, as stated in the Paragraph 3 of the Main Audit report, due to lockdown imposed by the Government of India, the physical verification of Inventories could not be undertaken at the year end.* The discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.
- iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act. Therefore, the provision of clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the company.
- iv. As informed to us, the company has not granted any loans or made any investment, or provided any guarantees or security to the parties covered under section 185 and 186. Therefore the provision of clause 3(iv) of the said Order are not applicable to the company.
- v. According to the information and explanation given to us, the Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act and the rules framed thereunder.
- vi. We have broadly reviewed the books of accounts maintained by the Company in respect of products, where pursuant to the rule made by the Central Government of India the maintenance of cost records has been prescribed under section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us and the records of the Company examined by us:
 - a) The Company is generally regular in depositing undisputed statutory dues including Provident fund, Employees' state insurance, Income Tax, Sales tax, Service Tax, Goods and Service tax, Customs Duty, Cess and other material statutory dues, as applicable, to the appropriate authorities
 - b) According to the records and information and explanations given to us no undisputed amount payable in respect of Provident fund, Employees' state insurance, Income Tax, Sales Tax, Service Tax, Goods and Service tax, Customs Duty, Excise Duty, Cess and other material statutory dues is outstanding as at March 31, 2020, for a period of more than six months from the date they became payable.

- c) There are no dues of Income tax, Sales tax, Service tax, Goods and Service tax, Customs duty, Excise duty and Cess which have not been deposited with the appropriate authorities on account of any dispute, except as stated below :

Name of the Statute	Nature of dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	7.14	2005-06	High Court, Mumbai
Central Excise Act, 1944	Excise Duty	27.40	2009-10	The Addl Commissioner of Central Excise, Mumbai III
Central Excise Act, 1944	Excise Duty	1.10	2012-13	Dy. Commissioner of Central Excise, Pune

- viii. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowings to any financial institution, bank or Government. The Company had neither any outstanding debenture at the beginning of the year nor has it issued any debenture during the year.
- ix. According to the information and explanation given to us by the management, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. The Company had not availed term loans from Bank. Thus, the provisions of clause 3(ix) of the order are not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, the provision of clause 3(xii) of the Order are not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with the provisions of sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under the applicable Indian Accounting Standards
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of the clause 3(xvi) of the Order are not applicable to the company.

For Singhi & Co
Chartered Accountants
Firm's registration number: 302049E

Sudesh Choraria
Partner
Membership Number: 204936
UDIN: 20204936AAAACJ9560

Place: Mumbai
Dated: June 03, 2020

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 10(f) of the Independent Auditor's Report of even date to the members of DUNCAN ENGINEERING LIMITED on the Standalone financial Statements as of and for the year ended March 31, 2020)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of DUNCAN ENGINEERING LIMITED ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:
 - a. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
 - b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
 - c. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Singhi & Co.
Chartered Accountants
Firm's registration number: 302049E

Sudesh Choraria
Partner
Membership Number: 204936
DIN:20204936AAAACJ9560

Place: Mumbai
Dated: June 03, 2020

Duncan Engineering Limited
CIN No:L28991PN1961PLC139151
STANDALONE BALANCE SHEET AS AT MARCH 31, 2020

(Rs. in Lakhs)

Particulars	Note No.	As at March 31,2020	As at March 31,2019
I ASSETS			
(1) Non Current Assets			
(a) Property, Plant and equipment	2a	1,559.63	1,626.22
(b) Capital work in Progress	2b	-	5.29
(c) Other Intangible Assets	3	15.45	22.77
(d) Financial Assets			
(i) Other Financial assets	4	8.53	7.08
(e) Other non Current Assets	5	5.02	7.40
TOTAL NON CURRENT ASSETS		1,588.63	1,668.76
(2) Current Assets			
(a) Inventories	6	787.79	792.78
(b) Financial Assets :			
(i) Trade Receivables	7	466.91	550.56
(ii) Cash and cash Equivalents	8	3.95	201.29
(iii) Bank Balances other than (ii) above	9	210.70	5.16
(iv) Other Financial assets	10	7.50	13.39
(c) Current Tax Assets (Net)	11	101.19	111.02
(d) Other Current Assets	12	98.65	134.22
(e) Non current assets classified as held for sale	12	-	5.00
TOTAL CURRENT ASSETS		1,676.69	1,813.42
TOTAL ASSETS		3,265.32	3,482.18
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	13	369.60	369.60
(b) Other Equity	14	1,866.95	1,548.92
TOTAL EQUITY		2,236.55	1,918.52
Liabilities			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15a	17.11	-
(ii) Other Financial Liabilities	15b	12.35	14.17
(b) Provisions	16	37.05	28.96
TOTAL NON CURRENT LIABILITIES		66.51	43.13
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17a	52.78	672.86
(ii) Trade Payables	17b		
a) Total outstanding dues of Micro and Small enterprises		81.54	123.04
b) Total outstanding dues of creditors other than micro and small enterprises		350.08	352.64
(iii) Other Financial Liabilities	17c	4.73	6.45
(b) Provisions	18	321.94	164.35
(c) Other Current Liabilities	19	151.20	201.15
TOTAL CURRENT LIABILITIES		962.26	1,520.52
TOTAL EQUITY AND LIABILITIES		3,265.32	3,482.17

Significant Accounting Policies

1

Notes to Accounts

1 - 40

The accompanying notes referred to above form an integral part of the standalone financial statements

In terms of our Report of even date

For and on behalf of the Board of Directors

For SINGHI & CO.

Chartered Accountants
Firm Reg. No. 302049E

Akshat Goenka
Managing Director
DIN: 7131982
Place : Noida

A Goenka
Director
DIN: 0135653
Place : Noida

Sudesh Choraria

Partner
Membership No. 204936

Rajib Kumar Gope
Company Secretary
Place : Pune

K Raghu Raman
Chief Financial Officer
Place : Pune

Place : Mumbai
Date: June 3, 2020

Duncan Engineering Limited
CIN No:L28991PN1961PLC139151

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Rs. in Lakhs)

Particulars	Note No.	For the Year ended March 31,2020	For the Year ended March 31,2019
I. Income			
II. Revenue from Operations	20	4,338.00	4,445.59
III. Other Income	21	100.97	66.65
IV. Total Income (II+III)		4,438.97	4,512.24
V. Expenses			
Cost of materials consumed	22	2,411.29	2,715.02
Purchase of Stock in Trade	23a	-	-
Changes in Inventories of finished goods, work in progress and stock in trade	23b	17.62	(15.69)
Employee benefit expense	24	950.16	810.27
Finance costs	25	41.39	74.47
Depreciation and amortisation expense	26	139.29	166.91
Other expenses	27	373.33	451.16
Total Expenses		3,933.08	4,202.14
VI. Profit/(Loss) before exceptional items and tax (IV-V)		505.89	310.10
VII. Exceptional Items (Refer Note 38)		175.58	-
VIII. Profit/(Loss) before Tax (VI-VII)		330.31	310.10
IX. Tax expense			
Current tax	28	-	32.17
Current tax for Earlier Years	28	4.01	-
Deferred Tax (Net)		-	-
Total Tax expense		4.01	32.17
X. Profit/(Loss) For the Period (VIII-IX)		326.30	277.93
XI. Other Comprehensive Income (Net of Tax) Items that will not be reclassified subsequently to Profit or Loss			
Remeasurement of Defined Benefit Plans		(8.27)	(7.43)
Income Tax on the above item		-	-
Other Comprehensive Income (Net of Tax)		(8.27)	(7.43)
XII. Total Comprehensive Income for the Period (X+XI)		318.03	270.50
XIII. Earnings per equity shares (Face Value of Rs. 10 Each)			
Basic & Diluted (In Rs.)	29	8.83	7.52
Significant Accounting Policies	1		
Notes to Accounts	1 - 40		

The accompanying notes referred to above form an integral part of the standalone financial statements

In terms of our Report of even date

For and on behalf of the Board of Directors

For SINGHI & CO.

Chartered Accountants
 Firm Reg. No. 302049E

Akshat Goenka
 Managing Director
 Place : Noida

A Goenka
 Director
 Place : Noida

Sudesh Choraria

Partner
 Membership No. 204936

Rajib Kumar Gope
 Company Secretary
 Place : Pune

K Raghu Raman
 Chief Financial Officer
 Place : Pune

Place : Mumbai
 Date: June 3, 2020

Duncan Engineering Limited
CIN No:L28991PN1961PLC139151
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(Rs. in Lakhs)

Particulars	For the Year ended March 31,2020	For the Year ended March 31,2019
A. Cash flow from Operating Activities		
Profit / (Loss) before tax	330.31	310.10
Adjustments for:		
Depreciation and Amortisation expenses	139.29	166.91
Finance costs	41.39	74.47
Net Foreign Exchange Differences	1.40	(2.61)
Profit/ (Loss) on sale of Property, Plant and Equipment	(1.57)	73.84
Bad Debts written off	5.15	8.13
Provision for Doubtful Debts	0.13	2.68
Profit on Sale of Investments	-	(0.03)
Provision for Doubtful debts written back	(2.68)	-
Provision no longer Required written back	(7.83)	(10.56)
Bad Debts recovered	(54.58)	(28.62)
Interest income	25.75	(0.61)
Remeasurement of Defined benefit plan Transferred to Other Comprehensive Income	(8.27)	(7.43)
Operating profit / (loss) before working capital changes (I)	468.50	586.28
Working Capital Adjustments :		
Changes in:-		
Increase / (Decrease) in Trade Payable	(45.49)	(149.30)
Increase / (Decrease) in Current and Non Current Financial Liabilities	(3.54)	69.43
Increase / (Decrease) in Other Current Liabilities	(42.12)	(3.59)
Increase / (Decrease) in Current and Non Current Provisions	165.66	19.57
(Increase) / Decrease in Inventories	4.98	21.09
(Increase) / Decrease in Trade receivables	135.63	(18.55)
(Increase) / Decrease in Other Current and Non Current Assets	42.94	(33.95)
(Increase) / Decrease in Current and Non Current Financial Assets	4.44	(8.68)
Working Capital Changes (II)	262.49	(103.98)
Cash generated from operations (I+II)	730.99	482.29
Less: Taxes (paid) / refund received	(5.82)	3.76
Net cash generated from Operating Activities (A)	736.82	478.53
B. Cash flow from Investing Activities		
Acquisition of Property,Plant and Equipment and Other Intangibles	(61.24)	(34.99)
Sale of Property, Plant and Equipment and other Intangibles	2.71	83.27
Proceeds from sale of Investments	-	0.03
Increase/ (Decrease) in other bank balances	-	(0.50)
Interest received on deposits	(25.73)	0.70
*Movement in Fixed Deposits with Banks	(205.54)	-
Net cash generated/(Used) in investing activities (B)	(289.80)	48.51
C. Cash flow from Financing Activities		
Receipt of Non Current Borrowings	22.20	-
Repayment of Non Current Borrowings	(4.93)	-
Receipt/ (Repayment) of loan from holding company	-	(450.00)
Increase/ (Decrease) in short term Borrowings	(620.24)	196.99
Finance Cost Paid	(41.39)	(74.47)
Net cash used in Financing Activities (c)	(644.36)	(327.48)

Duncan Engineering Limited
CIN No:L28991PN1961PLC139151
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(Rs. in Lakhs)

Particulars	For the Year ended March 31,2020	For the Year ended March 31,2019
Net increase / (Decrease) in cash and cash equivalents (A+B+C)	(197.34)	199.56
Cash and cash equivalents at the beginning of the year	201.29	1.73
Cash and cash equivalents at the end of the year (Refer Note 8)	3.95	201.29
Cash and cash equivalents comprise of:		
(a) Cash on hand	0.31	0.30
(b) Bank balances: In current accounts	3.64	200.99
Total	3.95	201.29

Notes :

1. The above Cash Flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard '7' on "Statement of Cash Flows"
2. Acquisition of Plant, Property and Equipment are shown inclusive of Increase/(Decrease) in Capital Work in Progress.
3. Previous year's figures have been re-grouped/re-arranged, wherever necessary.

The accompanying notes are an integral part of the financial statements.

In terms of our Report of even date

For SINGHI & CO.

Chartered Accountants
Firm Reg. No. 302049E

Sudesh Choraria

Partner
Membership No. 204936

Place : Mumbai
Date: June 3, 2020

For and on behalf of the Board of Directors

Akshat Goenka
Managing Director
DIN: 7131982
Place : Noida

A Goenka
Director
DIN: 0135653
Place : Noida

Rajib Kumar Gope
Company Secretary
Place : Pune

K Raghu Raman
Chief Financial Officer
Place : Pune

Duncan Engineering Limited
CIN No:L28991PN1961PLC139151
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

(a) Equity Share Capital	Note	(Rs. in Lakhs)
		Amount
Balance as at April 01, 2018		369.60
Add/(Less): Changes in Equity Share Capital during the year		-
Balance as at March 31,2019		369.60
Balance as at April 01,2019		369.60
Add/(Less): Changes in Equity Share Capital during the year	13	-
Balance as at March 31,2020		369.60

(b) Other Equity (Refer note 14)

Particulars	Reserves & Surplus			Item of other Comprehensive Income	Total
	Retained Earnings	General Reserves	Capital Reserves	Remeasurement of defined benefit plans	
Balance as at April 01,2018 (A)	251.27	660.32	382.06	(15.23)	1,278.42
Profit/(Loss) for the year from continuing operations	277.93	-	-	-	277.93
Profit/(Loss) for the year from Discontinued operations	-	-	-	-	-
Other comprehensive income (net of tax) for the year	-	-	-	(7.43)	(7.43)
Total comprehensive income for the year ended 31 March 2019 (B)	277.93	-	-	(7.43)	270.50
Balance as at March 31,2019 (A+B)	529.20	660.32	382.06	(22.66)	1,548.92
Balance as at April 01,2019 (A)	529.20	660.32	382.06	(22.66)	1,548.92
Profit/(Loss) for the year from continuing operations	326.30	-	-	-	326.30
Profit/(Loss) for the year from Discontinued operations	-	-	-	-	-
Other comprehensive income (net of tax) for the year	-	-	-	(8.27)	(8.27)
Total comprehensive income for the year ended 31 March 2020 (B)	326.30	-	-	(8.27)	318.03
Balance as at March 31,2020 (A+B)	855.50	660.32	382.06	(30.93)	1,866.95

In terms of our Report of even date

For and on behalf of the Board of Directors

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

Akshat Goenka
Managing Director
DIN: 7131982
Place : Noida

A Goenka
Director
DIN: 0135653
Place : Noida

Sudesh Choraria
Partner
Membership No. 204936

Rajib Kumar Gope
Company Secretary
Place : Pune

K Raghu Raman
Chief Financial Officer
Place : Pune

Place : Mumbai
Date: June 3, 2020

NOTE 1: COMPANY OVERVIEW, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

I CORPORATE INFORMATION

Duncan Engineering Limited (formerly known as Schrader Duncan Limited) is a manufacturer & trader of fluid power and automation products. The Company has its manufacturing unit & registered office at F-33, MIDC, Ranjangaon, Karegaon, Taluka Shirur, Dist. Pune: 412209 (near Pune City). The Company is a Public Limited Company and is listed on the Bombay Stock Exchange (BSE).

The financial statements (hereinafter referred to as "Financial Statements") of the Company for the year ended March 31, 2020 were approved and authorised for issue by the Board of Directors at their meeting held on June 03, 2020

II BASIS OF PREPARATION

a) Statement of compliance

The Financial Statements of the Company, are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis. The Ind AS are prescribed under section 133 of the Companies Act, 2013, and the relevant provisions thereof.

Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy hitherto in use. The Company has prepared these Financial Statements as per the format prescribed in Schedule III to the Companies Act, 2013.

b) Basis of measurement

The financial statements have been prepared on historical cost basis, except for following:

- i. Financial assets and liabilities that is measured at Fair value/ Amortised cost;
- ii. Non-current assets held for sale – measured at the lower of the carrying amounts and fair value less cost to sell;
- iii. Defined benefit plans – plan assets measured at fair value.

c) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian Rupee ('INR'), which is the Company's functional currency.

d) Current or Non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- i. Expected to be realized or intended to sold or consumed in normal operating cycle;
- ii. Held primarily for the purpose of trading;
- iii. Expected to be realized within twelve months after the reporting period; or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle;
- ii. It is held primarily for the purpose of trading;
- iii. It is due to be settled within twelve months after the reporting period; or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

e) **Use of judgements and estimates**

The preparation of financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Application of accounting policies that require critical accounting estimates and assumption judgements having the most significant effect on the amounts recognised in the financial statements are:

Measurement of defined benefit obligations;

Recognition of deferred tax assets

Useful life and residual value of Property, plant and equipment and intangible assets;

Provision and employee liability for litigation.

III **SIGNIFICANT ACCOUNTING POLICIES**

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

a) **Property, plant and equipment**

i) **Recognition and measurement**

Property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Borrowing costs relating to acquisition of qualifying fixed assets, if material, are also included in cost to the extent they relate to the period till such assets are ready to be put to use.

If significant parts of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. The cost of replacing part of an item of property, plant and equipment are recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of all other repairs and maintenance are recognised in the Statement of Profit & Loss as incurred.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other noncurrent assets.

Property, plant and equipment is derecognised when no future economic benefit are expected to arise from the continued use of the asset or upon disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

ii) **Depreciation**

Depreciation on property, plant and equipment is provided on the Straight Line Method based on the useful life of assets as prescribed under Schedule II of the Companies Act, 2013. The identified components are depreciated over their useful life, the remaining asset is depreciated over the life of principal assets, except :

Vehicles : 5 Years

Lease hold land held on long term are likely to be continued are considered as finance lease, and Leasehold land which do not involve substantial subsequent cash flows are amortised over the period. Buildings constructed on Leasehold land are depreciated based on the useful life prescribed in the Schedule II of the Companies Act, 2013.

Property Plant and Equipment purchased for value not exceeding Rs. 5000/- is fully depreciated in the year of purchase.

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis i.e. from (upto) the date on which the property, plant and equipment is available for use (disposed off).

b) **Intangible assets**

i) **Recognition and measurement**

Intangible Assets Acquired Separately

Intangible assets that are acquired by the Company are measured at cost, less accumulated amortization and accumulated impairment losses, if any.

Subsequent to initial recognition, the assets are measured at cost, less accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate.

All other intangible assets are tested for impairment when there are indications that the carrying value may not be recoverable. All impairment losses are recognised immediately in the Statement of Profit and Loss.

An intangible asset is derecognised when no future economic benefit are expected to arise from the continued use of the asset or upon disposal. Any gain or loss on disposal of an item of intangible assets is recognised in profit or loss.

ii) **Amortisation**

Amortization is recognised in the income statement on a straight-line basis over the estimated useful lives of intangible assets or on any other basis that reflects the pattern in which the asset's future economic benefits are expected to be consumed by the entity. Intangible assets that are not available for use are amortized from the date they are available for use.

The estimated useful lives are as follows:

Software : 5 years

The amortization period and the amortization method for intangible assets are reviewed at each reporting date.

c) **Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset is the greater of its value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

In respect of assets for which impairment loss has been recognised in prior periods, the company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

d) Financial Instruments

i) Initial recognition

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instruments. All financial assets and liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii) Subsequent measurement

(a) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) Method to gross carrying amount of the financial asset, if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. When the financial asset is derecognised or impaired, the gain or loss is recognised in the Statement of profit and loss.

(b) Financial assets at fair value through other comprehensive income

Equity instruments are subsequently measured at fair value. On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis. Fair value gains and losses recognised in OCI are not reclassified to profit and loss.

(c) Financial assets at fair value through profit or loss

Financial assets which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(e) Reclassification of Financial Assets and Financial Liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. Except Trade receivables, expected credit losses are measured at an amount equal to the 12-month Expected Credit Loss (ECL), unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime ECL.

With regard to trade receivable, the Company applies the simplified approach, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

iv) Derecognition

Financial Assets

Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial Liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

v) Derivative financial instruments

The Company is exposed to exchange rate risk which arises from its foreign exchange revenues, primarily in Euro and US Dollars.

(vi) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the company has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using other valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values for measurement and/or disclosure purposes are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 - This includes financial instruments measured using quoted prices.

Level 2 - The fair value of financial instrument that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs require to fair value an instrument are observable, the instrument is included in level 2. Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

f) Inventories

Inventories are valued at lower of Cost and Net Realisable value. The cost of finished goods is determined by taking material, labour and related factory overheads. Cost is determined on weighted average cost. Further the cost for Work-in-Progress includes material cost, stage wise direct cost and other related manufacturing overheads. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and to make the sale.

Cost of raw materials, packing materials, stores and spares are determined on weighted average basis.

Obsolete, slow moving and defective inventories are identified at the time of physical verification of inventories and where necessary, the same are written off or provision is made for such inventories.

g) Revenue Recognition

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is measured at the fair value of the consideration received / receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

The specific recognition criteria for revenue recognition are as follows:

i) Sale of goods

Sale of goods is recognised at the point in time when control of the goods is transferred to the customer. The revenue is measured on the basis of the consideration defined in the contract with a customer, including variable consideration, such as discounts, volume rebates, or other contractual reductions. As the period between the date on which the Company transfers the promised goods to the customer and the date on which the customer pays for these goods is generally one year or less, no financing components are taken into account.

ii) Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition. Interest income is included in other income in the statement of profit and loss.

iii) **Dividends**

Dividend income is recognised when the Company's right to receive dividend is established, and is included in other income in the statement of profit and loss.

h) **Employee Benefits**

(1) **Short term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(2) **Long term employee benefits**

i) **Defined contribution plans**

Employees benefits in the form of the Company's contribution to Provident Fund, Pension scheme, Superannuation Fund and Employees State Insurance are defined contribution schemes. The Company recognises contribution payable to these schemes as an expense, when an employee renders the related service.

If the contribution payable exceeds contribution already paid, the deficit payable is recognised as a liability (accrued expense), after deducting any contribution already paid. If the contribution already paid exceeds the contribution due for service before the end of the reporting period, the Company recognise that excess as an asset (prepaid expense) to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

ii) **Defined benefit plans**

Retirement benefits are considered as defined benefit plans. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary. The Company contributes to the gratuity fund, which are recognised as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognised in the Balance Sheet.

When the calculation results in a potential asset for the company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(3) Other long-term employee benefits

Employee benefits in the form of long term compensated absences are considered as long term employee benefits. The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurement are recognised in profit or loss in the period in which they arise.

The liability for long term compensated absences are provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

i) Foreign currency transactions

Initial recognition:

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rates at the dates of the transactions.

Conversion:

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Nonmonetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

j) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

k) Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in Other Comprehensive Income

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year after taking credit of the benefits available under the Income Tax Act and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and

A deferred income tax asset is recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences and tax losses can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

l) Segment Reporting

The Company's business activity falls within a single segment viz. Fluid power automation, Automotive Tyres Valves & Accessories. The segment has not been identified by taking into account the nature of product, the differing risks, the returns, the organisation structure and the internal reporting systems and the manner in which operating results are reviewed by the Chief Operating Decision Maker (CODM).

m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

n) Cash flow statement

Cash flow statements are prepared in accordance with "Indirect Method" as explained in the Accounting Standard on Statement of Cash Flows (Ind AS - 7). The cash flows from regular revenue generating, financing and investing activity of the Company are segregated.

o) Leases

As a Lessee:

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise Fixed lease payments which are payable during the lease term and under reasonably certain extension options, less any lease incentives and Variable Lease Payments.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever lease term has changed or there is a change in the assessment of exercise of a purchase option.

Right of Use (ROU) Assets:

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

On March 30, 2019, Ministry of Corporate Affairs had notified Ind AS 116 "Leases". Ind AS 116 replaced the existing leases Standard, Ind AS 17 "Leases". Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months. Effective April 1, 2019, the company has adopted IndAS 116 "Leases" using the modified retrospective method of transition applying the permitted practical expedients. The effect on adoption of Ind AS 116 on the financial statements of the Company was insignificant.

As a Lessor:

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

p) Earning per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted Earning per Share, the net profit or loss for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation

Contingent liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognised but are disclosed in notes.

Contingent assets are not accounted in the financial statements unless an inflow of economic benefits is probable.

Duncan Engineering Limited
 CIN No:L28991PN1961PLC139151
 Notes to the Financial Statements for the year ended March 31, 2020

(Rs. in Lakhs)

Description	Gross Carrying Value			Depreciation			Net Carrying Value	
	As at April 01, 2019	Additions/ adjustments	Disposal/ adjustments	As at March 31, 2020	Additions/ Adjustments	Disposal/ Adjustments	As at March 31, 2020	As at March 31, 2020
i) Property Plant & Equipment :								
Building	1,434.41	1.90	-	1,436.32	37.72	-	406.61	1,029.71
Plant & Equipment	580.54	27.97	-	608.51	32.91	-	317.11	291.40
Electrical Installations	218.37	3.90	4.17	218.10	25.56	3.37	211.61	6.49
Furniture and Fixture	195.91	-	2.77	193.14	19.45	2.43	183.52	9.62
Vehicles	29.23	28.73	-	57.97	5.45	-	25.28	32.68
Air Conditioners and coolers	26.67	-	-	26.67	3.12	-	26.61	0.07
Office Equipment	129.80	3.74	22.96	110.58	5.30	22.97	101.56	9.02
Total -(i)	2,614.94	66.24	29.90	2,651.28	129.49	28.77	1,272.29	1,378.99
ii) Right of Use Assets : (*)								
Land - Leasehold	204.83	-	-	204.83	2.20	-	24.19	180.64
Total -(ii)	204.83	-	-	204.83	2.20	-	24.19	180.64
Grand Total (i) + (ii)	2,819.77	66.24	29.90	2,856.11	131.70	28.77	1,296.47	1,559.63

(*) Refer Note 1 (iii) (o)

As at March 31, 2019

Description	Gross Carrying Value			Depreciation			Net Carrying Value	
	As at April 01, 2018	Additions/ adjustments	Disposal/ adjustments	As at March 31, 2019	Additions/ Adjustments	Disposal/ Adjustments	As at March 31, 2019	As at March 31, 2019
Land - Leasehold	204.83	-	-	204.83	2.20	-	21.98	182.84
Building	1,434.41	-	-	1,434.41	38.03	-	368.89	1,065.53
Plant & Equipment	1,116.24	3.58	539.28	580.54	51.70	383.87	284.23	296.31
Electrical Installations	218.37	-	-	218.37	28.72	-	189.42	28.95
Furniture and Fixture	195.64	0.27	-	195.91	20.86	-	166.50	29.41
Vehicles	40.20	-	10.97	29.23	6.00	9.26	19.81	9.42
Air Conditioners and coolers	26.67	-	-	26.67	3.56	-	23.49	3.18
Office Equipment	123.21	8.11	1.52	129.80	4.77	1.52	119.23	10.57
Total	3,359.57	11.97	551.77	2,819.77	155.84	394.66	1,193.55	1,626.22

* Represent Deemed Cost on the date of transition to IndAS

(b) Capital work in progress

31st March 2019	
31st March 2020	5.29
	-

Duncan Engineering Limited
 CIN No:L28991PN1961PLC139151
 Notes to the Financial Statements for the year ended March 31, 2020

(Rs. in Lakhs)

Description	Gross Carrying Value		Depreciation			Net Carrying Value As at March 31, 2020
	As at April 01, 2019	As at March 31, 2020	As at April 01, 2019	Additions/ Adjustments	Disposal/ Adjustments	
Computer Software	110.25	110.54	87.48	7.61	-	15.45
Total	110.25	110.54	87.48	7.61	-	15.45

As at March 31, 2019

Description	Gross Carrying Value		Depreciation			Net Carrying Value As at March 31, 2019
	As at April 01, 2018	As at March 31, 2019	As at April 01, 2018	Additions/ Adjustments	Disposal/ Adjustments	
Computer Software	92.52	110.25	76.41	11.06	-	22.77
Total	92.52	110.25	76.41	11.06	-	22.77

		(Rs. in Lakhs)	
4	Other Non Current Financial Assets	As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Considered good unless stated otherwise		
	Security Deposits	8.53	7.08
	Total	8.53	7.08
5	Other Non Current Assets	As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Considered good unless stated otherwise		
	Prepaid Expenses	5.02	4.21
	MAT credit entitlement	-	3.19
	Total	5.02	7.40
6	Inventories	As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Raw Materials	526.52	515.40
	Work in Progress	76.31	61.90
	Finished Goods	170.78	203.26
	Stores & Spares	4.01	2.96
	Packing Material	6.11	5.64
	Traded Goods	-	2.61
	Scrap	4.06	1.00
	Total	787.79	792.78
7	Trade Receivables	As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Trade Receivables	466.91	550.56
	Break up of Trade Receivables :		
	Secured	1.75	2.10
	Unsecured	465.16	548.46
	Trade Receivables which has significant increase in Credit Risk	-	-
	Trade Receivables -Credit Impaired	0.13	2.68
	Total	467.04	553.24
	Less : Impairment Allowance for doubtful debts	(0.13)	(2.68)
	Net Trade Receivables	466.91	550.56
8	Cash and Cash Equivalents	As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Cash and Cash Equivalents		
	Cash on hand	0.31	0.30
	Balances with banks		
	In Current Accounts	3.64	200.99
	Cash and Cash Equivalents in Balance Sheet	3.95	201.29

9	Bank Balances Other than Cash and Cash Equivalents	(Rs. in Lakhs)	
		As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Fixed Deposit with Maturity less than 12 Months (Including Margin money Rs. 10.70 Lakhs (P.Y. Rs.5.16 Lakhs))	210.70	5.16
	Total	210.70	5.16

There are no amounts due and outstanding to be transferred to Investor Education and Protection Fund under section 124 of the Companies Act, 2013 as at the year end.

10	Other Current Financial Assets		
		As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Considered good unless stated otherwise		
	Security Deposits	-	2.14
	Interest accrued on deposits	0.20	0.01
	Employee Advances	7.30	11.24
	Total	7.50	13.39

11	Current Tax Assets (net)		
		As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Advance Income tax / Tax Deducted at Source	101.19	111.02
	Total	101.19	111.02

12	Other Current Assets		
		As At	As At
	Particulars	March 31, 2020	March 31, 2019
	Considered good unless stated otherwise		
	Interest receivable from government authorities	12.26	55.92
	Balances with Government Authorities	34.14	52.86
	Advances to Suppliers	39.71	13.07
	Prepaid Expenses	10.84	10.80
	Vat subsidy receivable	1.70	1.57
	Total	98.65	134.22
	Non Current Assets classified as held for sale (At lower of Carrying Value and Net Realisable Value)	-	5.00
	Total	98.65	139.22

13 Equity Share Capital

(Rs. in Lakhs)

Particulars	Nos.	As at March	Nos.	As at March
		31, 2020		31, 2019
Authorised Shares				
50,00,000 Equity Shares of Rs.10 each	50,00,000	500.00	50,00,000	500.00
	50,00,000	500.00	50,00,000	500.00
Issued Shares				
36,96,000 Equity Shares of Rs. 10 each	36,96,000	369.60	36,96,000	369.60
	36,96,000	369.60	36,96,000	369.60
Subscribed & Fully Paid up Shares				
36,96,000 Equity Shares of Rs. 10 each	36,96,000	369.60	36,96,000	369.60
Total subscribed and fully paid up share capital	36,96,000	369.60	36,96,000	369.60

(a) Reconciliation of Shares outstanding at the beginning and at the end of the reporting period

Issued Share Capital

Equity Shares

Particulars	Equity Share (No. of Shares)		Equity Share (Value of Shares)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	Share outstanding at beginning of period	36,96,000	36,96,000	369.60
Add: Additional Equity shares issued during the year	-	-	-	-
Less: Shares forfeited/ bought back during the year	-	-	-	-
Share outstanding at end of period	36,96,000	36,96,000	369.60	369.60

Subscribed & Paid up

Equity Shares

Particulars	Equity Share (No. of Shares)		Equity Share (Value of Shares)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	Share outstanding at beginning of period	36,96,000	36,96,000	369.60
Add: Additional Equity shares issued during the year	-	-	-	-
Less: Shares forfeited/ bought back during the year	-	-	-	-
Share outstanding at end of period	36,96,000	36,96,000	369.60	369.60

(b) Terms/ rights attached to Equity shares

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding. There is no restriction on distribution of dividend. However, same except interim dividend is subject to the approval of the shareholders in the Annual General Meeting.

Name of shareholder	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	Percentage of holding	Number of Shares held	Percentage oF holding
Oriental Carbon and Chemicals Limited (OCCL)	18,48,500	50.01%	18,48,500	50.01%

(d) Details of shareholders holding more than 5% shares in the Company

Name of Shareholders	As at March 31, 2020		As at March 31, 2019	
	No of Shares	% of Holding	No of Shares	% of Holding
Oriental Carbon and Chemicals Limited (OCCL)	18,48,500	50.01%	18,48,500	50.01%
Cosmopolitan Investments Ltd	9,05,336	24.50%	9,05,336	24.50%

(Rs. in Lakhs)

- (e) The company has neither issued bonus shares nor has bought back any shares during last 5 years
 (f) No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.
 (g) No securities convertible into Equity/ Preference shares have been issued by the Company during the year.
 (h) No calls are unpaid by any Director or Officer of the Company during the year.

14 Other Equity

Particulars	As At March 31, 2020	As At March 31, 2019
(a) Capital Reserve (Refer Note 14.1)		
Balance at the beginning of the Financial year	382.06	382.06
	<u>382.06</u>	<u>382.06</u>
(b) General Reserve		
Balance at the beginning of the Financial year	660.32	660.32
	<u>660.32</u>	<u>660.32</u>
(c) Retained earnings		
Balance at the beginning of the Financial year	529.20	251.27
Add : Profit for the year	326.30	277.93
	<u>855.50</u>	<u>529.20</u>
Total (I)	<u>1,897.88</u>	<u>1,571.58</u>
(II) Other Comprehensive Income (Refer Note 14.2)		
Balance at the beginning of the Financial year	(22.66)	(15.23)
Add: Other Comprehensive Income for the Financial year		
Remeasurement Gain or (Loss) on Defined Benefit Plans (Net of Tax)	(8.27)	(7.43)
Net Profit or (Loss) on FVOCI Non Current Investments (Net of Tax)	-	-
Total (II)	<u>(30.93)</u>	<u>(22.66)</u>
TOTAL OTHER EQUITY (I + II)	<u>1,866.95</u>	<u>1,548.92</u>

Note No.

14.1 Capital Reserve

The Company pursuant to the scheme of amalgamation acquired Associated Polymers Ltd (100% Subsidiary) with effect from 1st April 2012

As per the accounting treatment of the scheme of amalgamation approved by the Jurisdictional High Court the differential amount between the carrying value of investments and net assets acquired from the transferor companies has been accounted as Capital reserve.

14.2 Other Comprehensive Income

Remeasurement of the defined benefit liability/ (asset) comprises actuarial gain and losses and return on plan assets.

15 Non Current Financial Liabilities

a) Borrowings

(Rs. in Lakhs)

Particulars	As At	As At
	March 31, 2020	March 31, 2019
Secured :		
Vehicle Loan from Banks *	20.86	3.59
Less Current maturities disclosed under current financial liabilities (Refer Note 17(a))	(3.75)	(3.59)
Total	17.11	-

*: Secured by hypothecation of specific vehicles purchased under the said secured loans. Repayable in equated monthly installment beginning from 5th October 2019 / 10th January 2020 respectively and carrying interest @ 9.80% p.a.

(b) Other Financial Liabilities

Particulars	As At	As At
	March 31, 2020	March 31, 2019
Trade deposits	12.35	14.17
Total	12.35	14.17

16 Provisions

Particulars	As At	As At
	March 31, 2020	March 31, 2019
Provision for Employee Benefits		
Leave Encashment	37.05	28.96
Total	37.05	28.96

Current Financial Liabilities

17 (a) Borrowings

Particulars	As At	As At
	March 31, 2020	March 31, 2019
(i) Secured : Loans Repayable on Demand		
Cash credit from Banks*	49.04	669.27
(ii) Unsecured	-	-
(iii) Current maturities of Long-Term Borrowings (Refer Note 15)	3.75	3.59
Total	52.78	672.86

*: Cash credit is secured by primary first exclusive charge on the current assets of the Company and collateral charge on the tangible movable/ immovable Property, Plant and Equipments of the company at Ranjangaon, Pune and further secured by Corporate Guarantees of (i) Oriental Carbon & Chemicals Ltd, and (ii) Cosmopolitan Investments Ltd.

(b) Trade Payables		(Rs. in Lakhs)	
Particulars	As At	As At	
	March 31, 2020	March 31, 2019	
Amount Due to Related Parties (Refer Note 36)	1.76	1.58	
Total outstanding dues of Micro and Small enterprises (Refer Note.32)	81.54	123.08	
Total outstanding dues of creditors other than micro and small enterprises	348.32	351.05	
Total	431.63	475.72	

The Company's exposure to currency and liquidity risk related to trade payables is disclosed in note 35B

(c) Other Financial Liabilities			
Particular	As At	As At	
	March 31, 2020	March 31, 2019	
Employee Related Financial Liabilities	4.72	6.45	
Total	4.72	6.45	

18 Provisions

Particulars	As At	As At	
	March 31, 2020	March 31, 2019	
Leave Encashment	3.18	3.69	
Sales Tax Differential Liability	25.07	18.18	
Gratuity	8.49	5.05	
Employees benefits payable	109.61	137.44	
Provision for Wage Liabilities (Back Wages) ** (Refer Note No. 38)	175.58	-	
Total	321.94	164.35	

** Note :

There was an employees dismissal related case pending in 2nd Labour court, Pune since 2014. In January 2020, the 2nd Labour court issued an order and awarded against the company and directed to reinstate all these employees with full back wages, and continuity of service along with consequential benefits. The Company is in the process of going on an appeal in High Court, Mumbai. However, the Company has made a provision of estimated liability of INR 175.58 Lakhs in the books during this financial year 2019-20 and has disclosed it as an Exceptional item

Movement in provision during the year is set out below:

	Employees back wages
As at April 1, 2019	-
Charged to profit or loss	175.58
Amounts paid during the year	-
As at March 31, 2020	175.58

19 Other Current Liabilities

Particulars	(Rs. in Lakhs)	
	As At March 31, 2020	As At March 31, 2019
Other Current liabilities	70.18	125.82
Advance received from and Credit balance of Customers	64.49	28.91
Interest Payable	1.24	0.96
Liabilities towards purchase of Capital Assets	-	-
Statutory dues payable	15.28	45.45
Total	151.20	201.15

20 Revenue from Operations

(Rs. in Lakhs)

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
(a) Sale of products	4,334.78	4,437.17
(b) Other Operating Revenue		
Scrap Sales	3.23	8.42
Revenue From Operations (Net)	4,338.00	4,445.59

A) Nature of goods and services

The following is a description of principal activities separated by reportable segments from which the Company generates its revenue :

The Company is primarily engaged in the manufacturing/ assembling of fluid power and automation products and generates revenue from the sale of these products and the same is only the reportable segment of the Company.

B) Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical market, major product lines and timing of revenue recognition:

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
I) Primary Geographical Markets		
Within India	4,283.72	4,328.31
Outside India	54.29	117.28
Total	4,338.00	4,445.59
ii) Major Products		
Hydraulic and Pneumatic Equipment	4,160.24	4,045.87
Others	177.76	399.72
Total	4,338.00	4,445.59
iii) Timing of Revenue		
At a point in time	4,338.00	4,445.59
Over time	-	-
Total	4,338.00	4,445.59
iv) Contract Duration		
Long Term	-	-
Short Term	4,338.00	4,445.59
Total	4,338.00	4,445.59

(C) Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

(Rs. in Lakhs)

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Trade Receivables	466.91	550.56
Contract Liabilities		
Advance from customers (Refer Note No.19)	64.49	28.91

21 Other Income

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Interest Income :		
Fixed Deposits	1.73	0.32
Others	24.02	0.29
Profit on sale of Investments	-	0.03
Bad Debts recovered	54.58	28.62
Provision for Doubtful Debts Written Back	2.68	-
Profit/ (Loss) on sale/discard of Fixed Assets (Net)	1.57	-
Provision no longer Required written back	7.83	10.56
Advance Received Written Back	-	15.01
Net gain / (Loss) on Foreign currency translations and transactions	-	2.61
Miscellaneous Income	8.56	9.21
Total	100.97	66.65

22 Cost of Raw Material Consumed

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Hydraulic and Pneumatic Equipment	2,137.54	2,343.03
Packing material consumed	73.91	72.25
Others	199.84	299.73
Total	2,411.29	2,715.02

23 (a) Purchase of Traded Goods

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Purchase of Traded Goods	-	-
Total	-	-

(b) Changes In Inventories of Finished Goods, Work In Progress and Stock In Trade

(Rs. in Lakhs)

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Inventories at the beginning of the Financial year		
Finished Goods	203.26	163.61
Work in Progress	61.90	82.45
Stock in trade	2.61	4.52
Scrap	1.00	2.51
	<u>268.77</u>	<u>253.09</u>
Inventories at the end of the Financial year		
Finished Goods	170.78	203.26
Work in Progress	76.31	61.90
Stock in trade	-	2.61
Scrap	4.06	1.00
	<u>251.15</u>	<u>268.77</u>
Total	<u>17.62</u>	<u>(15.69)</u>

24 Employee benefit Expenses

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Salaries, Wages and Bonus	983.38	672.88
Contribution to Provident & other funds	57.50	53.56
Gratuity	10.59	8.82
Employees Welfare Expenses	74.27	75.01
Total	<u>1,125.74</u>	<u>810.27</u>

25 Finance Cost

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Interest on financial liabilities measured at amortised cost	32.65	68.37
Interest on Income Tax	-	-
Other Borrowing Costs	8.74	6.10
Total	<u>41.39</u>	<u>74.47</u>

26 Depreciation and Amortisation Expenses

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Depreciation on Property, Plant and Equipment (Including on Right of use Assets)	131.68	155.85
Amortisation of Intangible Assets	7.61	11.06
Total	<u>139.29</u>	<u>166.91</u>

27 Other Expenses

Particulars	(Rs. in Lakhs)	
	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
General Stores and Spare Consumed	37.69	41.36
Power and Fuel	31.34	32.46
Water Charges	4.01	3.60
Rent	1.31	1.96
Rates and Taxes	23.87	19.96
Insurance	4.39	3.03
Repairs to Buildings	6.95	1.99
Repairs to Machinery	10.97	6.91
Repairs to Others	19.93	15.81
Freight & Forwarding	14.56	19.36
Commission and Discount	-	0.34
Travelling Expenses	47.93	39.14
Legal & Professional charges	24.87	44.30
Business promotion Expenses	2.70	6.32
Provision for doubtful debts	0.13	2.68
Loss on sale/discard of Fixed Assets (Net)	-	73.84
Net Foreign Exchange Differences	1.40	-
Bad Debts written off	5.15	8.13
Directors' Sitting Fees	13.38	8.40
Directors' Commission	16.70	19.75
Auditor's Remuneration [Refer Note 27(a)]	10.08	9.93
Miscellaneous expenses	95.98	91.88
Total	373.33	451.16

a. Auditors' Remuneration

Particulars	(Rs. in Lakhs)	
	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Audit Fees	8.03	7.65
For Tax Audit	1.65	1.57
Reimbursement of expenses (out of pocket expenses)	0.40	0.71
Total	10.08	9.93

28 Income Tax Expenses

(a) Income tax recognised in Profit and Loss

Particulars	(Rs. in Lakhs)	
	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Current tax expense		
Current tax on profits for the year	-	32.17
Adjustment in respect of current income tax of previous years	4.01	-
Income tax charged to profit and loss	4.01	32.17

(b) Reconciliation of effective tax rate

Particulars	(Rs. in Lakhs)	
	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Accounting profit before tax	330.31	310.10
Tax at India's statutory income tax rate @ 25.17% * (Previous year- 26%)	83.14	80.63
Tax Effect of amounts which are deductible/(not Taxable) in calculating taxable income and brought forward losses set off	(83.14)	(31.67)
Impact of Difference between normal Tax rate & MAT Rate	-	(16.79)
Adjustment in respect of current income tax of previous years	-	-
Income Tax Expense	-	32.17

* Pursuant to The Taxation Laws (Amendment) Act, 2019, the company has opted for taxation under the newly inserted Section 115BAA of the Income Tax Act, 1961 and Income tax has been accounted for accordingly.

(c) Deferred Tax Assets, Net

Particulars	For the Year Ended	
	March 31, 2020	March 31, 2019
Deferred tax asset and liabilities are attributable to the following:		
Deferred Tax Liability		
Depreciation and amortisation expenses	148.20	157.61
Total (A)	148.20	157.61
Deferred Tax Asset		
Provision for Leave Encashment	7.04	5.14
Disallowance u/s 43B of the Income Tax Act, 1961	25.99	5.05
Unabsorbed depreciation / loss carried forward as per provisions of the Income Tax Act, 1961	115.17	147.41
Total (B)	148.20	157.61
Net Difference	-	-
Deferred Tax Asset for the Year	-	-

* As a matter of prudence the Company has considered deferred tax asset only to the extent of liability.

(d) Deferred tax related to items recognised in OCI during the year

Particulars	For the Year Ended	
	March 31, 2020	March 31, 2019
Remeasurement on defined Benefit Plans	-	-
FVTOCI Non Current Investments	-	-

29 **Basic and Diluted Earnings per share :**

The company reports basic and diluted earnings per equity share in accordance with Indian Accounting Standard '33', 'Earnings per share'. Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity share outstanding during the year. There is no diluted earning per share as there are no dilutive potential equity shares.

Duncan Engineering Limited
CIN No:L28991PN1961PLC139151
Notes to the Financial Statements for the year ended March 31, 2020

(Rs. in Lakhs)

Particulars	For the Year Ended	For the Year Ended
	March 31, 2020	March 31, 2019
(a) Net Profit/loss for Basic & Diluted EPS (Rs. in Lakhs)	326.30	277.93
(b) Number of Equity Shares at the beginning of the year	36,96,000	36,96,000
(c) Earning Per Share - Basic & Diluted (Rs.)	8.83	7.52
(d) Face value per share (Rs.)	10	10

Note 30

Capital Commitment

Particulars	As At	As At
	March 31, 2020	March 31, 2019
Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances of March 31, 2020)	20.30	2.13

Note 31

Contingent Liabilities

Particulars	As At	As At
	March 31, 2020	March 31, 2019
Claims against the company not acknowledged as debt With respect to Central excise, Appeals filed by the Company with CESTAT, West Zone Bench, and Additional Commissioner of Central Excise Mumbai, is pending disposal.	35.64	35.64
Guarantees given by the Bank on behalf of the Company. These are financial and performance guarantees given to the customers, expiring on various future dates.	23.58	40.44
Statutory bonus liabilities pursuant to the retrospective amendment in the Bonus Act, 1965 for financial year 2014-15 has not been provided considering stay orders of Hon'ble Kerala High Court & Karnataka High Court.	30.36	30.36

There are no litigation against the company which can lead to possible potential liabilities.

Note 32

Dues to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As At	As At
	March 31, 2020	March 31, 2019
(a) Principal amount and the interest due remaining unpaid at the end of the accounting year		
- Principal	81.54	123.08
- Interest due there on	-	-

Particulars	As At	As At
	March 31, 2020	March 31, 2019
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
-Financial Year 2019-20	-	-
-Financial Year 2018-19	-	-
© The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year		
- Financial Year 2019-20	-	-
-Financial Year 2018-19	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The above information regarding Micro and Small Enterprises has been determined on the basis of information available with the Company. Interest Liability is computed based on the date of receipt of Intimation from the vendors.

Note 33

Employee Benefits

As per Ind As 19 Employee Benefits, the Company participates in defined contribution and benefit schemes, the assets of which are held (where funded) in separately administered funds. For defined contribution schemes the amount charged to the statements of profit or loss is the total of contributions payable in the year.

(a) Defined Contribution Plans

Amount recognized as an expense and included "Contribution to Provident and Other Funds" Rs 57.50 Lakhs (Previous year Rs 53.56 Lakhs).

(b) Defined benefits plans

The following table sets out the status of gratuity plan as required under Ind As-19

(Rs. in Lakhs)

Particulars	As At March 31, 2020	As At March 31, 2019
<u>Reconciliation of present value of defined Benefit Obligation</u>		
i) Change in present value of obligation during the year		
obligation at the beginning of the year	74.46	61.87
Current Service Cost	9.32	8.74
Interest Cost	5.19	4.66
Actuarial losses/(gains) arising from:	-	-
Experience Judgement	4.30	4.30
Financial assumption	5.18	0.66
Benefits Paid	(15.88)	(5.77)
obligation at the end of year	82.57	74.46
<u>Reconciliation of present value of Plan assets</u>		
ii) Change in Fair Value of Plan Assets during the year		
Plan assets at the beginning of the year, at Fair Value	69.41	48.68
Interest Income on Plan Assets	5.39	4.58
Return on plan assets	1.21	(2.47)
Contribution	15.42	24.39
Mortality Charges and Taxes	(1.47)	-
Benefits paid	(15.88)	(5.77)
Plan assets at the end of the year, Fair Value	74.08	69.41
Net Defined Benefit Liability	8.49	5.05
<u>Reconciliation of Present value of Defined Benefit Obligation and Fair Value of Plan Assets</u>		
iii)		
1. Present Value of obligation as at year-end	82.57	74.46
2. Fair value of plan assets at year -end	74.08	69.41
3. Funded status {Surplus/ (Deficit)}	(8.49)	(5.05)
Net Defined Benefit Liability	(8.49)	(5.05)
<u>Expenses recognised in the Statement of Profit and Loss</u>		
iv)		
1. Current Service Cost	9.32	8.74
2. Interest Cost	5.19	4.66
3. Interest Income	(5.40)	(4.58)
4. Mortality Charges and Taxes	-	-
Total Expense	9.11	8.82

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
v) Remeasurement recognised in the Statement of Other Comprehensive Income		
1. Net Actuarial (Gain)/Loss	9.48	4.96
2. Expected return on plan assets excluding interest income	(1.21)	2.47
Total Expense	8.27	7.43

Particulars	As at March 31, 2020	As at March 31, 2019
vi) Bifurcation of Present value obligation at the end of the year		
1. Current Liability	8.49	5.05
2. Non-Current Liability	74.08	69.41

Particulars	As at March 31, 2020	As at March 31, 2019
vii) Experience Adjustment		
Present Value of obligation	82.57	74.46
Fair value of Plan assets	74.08	69.41
Net Asset/(Liability)	(8.49)	(5.05)
Actuarial (Gain)/Loss on plan obligation	9.48	4.96
Actuarial Gain/(Loss) on plan assets	(1.21)	2.47

Particulars	As at March 31, 2020	As at March 31, 2019
viii) Constitution of Plan Assets		
LIC of India	74.08	69.41

Particulars	For the Year ended March 31, 2020	For the Year ended March 31, 2019
ix) Actuarial Assumptions		
1. Discount Rate	6.80%	7.80%
2. Mortality Table	IALM 12-14	IALM 12-14
3. Salary Escalation	5.00%	5.00%
4. Rate of Return on Plan Assets	6.80%	7.90%
5. Expected Average remaining working lives of employees in number of Years	17.44	17.86
6. Turnover Rate	2% Per Annum	2% Per Annum

A quantitative sensitivity analysis for significant assumption as at 31 March 2020 is as shown below:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Increase	Decrease	Increase	Decrease
x) Sensitivity Analysis				
Discount rate (1% movement)	(7.84)	9.51	(6.13)	7.40
Future salary growth (1% movement)	8.94	(6.99)	7.09	(4.92)
Employee turnover (1% movement)	1.61	(1.84)	2.04	(2.33)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Note 34

Capital Management

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capital is done through judicious combination of equity and borrowing, both short term and long term.

Note 35 (A)

Disclosure on Financial Instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1 to the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the Indian Accounting Standard

Financial instruments – Fair values and risk

Accounting classification and fair value

The following table shows the carrying amount and fair value of financial assets and financial liabilities:

A. Financial instruments by category

(Rs. in Lakhs)

Particulars	Fair Value Hierarchy	March 31, 2020				
		VTPL	FVTOCI	Fair Value	Amortised Cost	Carrying Value
Financial Assets						
Non-current Assets						
Other Financial Assets		-	-	-	8.53	8.53
Current Assets						
Investments			-	-		
Trade receivables		-	-	-	466.91	466.91
Cash and cash Equivalents		-	-	-	3.95	3.95
Bank balance other cash and cash equivalents		-	-	-	210.70	210.70
Other Financial Assets		-	-	-	7.50	7.50
TOTAL		-	-	-	697.59	697.59

(Rs. in Lakhs)

Particulars	Fair Value	March 31, 2020				
	Hierarchy	VTPL	FVTOCI	Fair Value	Amortised Cost	Carrying Value
Financial Liabilities						
Non-current Liabilities						
Borrowings		-	-	-	17.11	17.11
Other financial Liabilities		-	-	-	12.35	12.35
Current liabilities						
Borrowings		-	-	-	52.78	52.78
Trade payables		-	-	-	431.63	431.63
Other financial liabilities		-	-	-	4.73	4.73
TOTAL		-	-	-	518.60	518.60

Particulars	Fair Value	March 31, 2019				
	Hierarchy	VTPL	FVTOCI	Fair Value	Amortised Cost	Carrying Value
Financial Assets						
Non-current Assets						
Other Financial Assets		-	-	-	7.08	7.08
Current Assets						
Investments	Level 1	-	-	-	-	-
Trade receivables		-	-	-	550.56	550.56
Cash and cash Equivalents		-	-	-	201.29	201.29
Bank balance other cash and cash equivalents		-	-	-	5.16	5.16
Other Financial Assets		-	-	-	13.39	13.39
TOTAL		-	-	-	777.48	777.48
Financial Liabilities						
Non-current Liabilities						
Borrowings		-	-	-	-	-
Other financial Liabilities		-	-	-	14.17	14.17
Current liabilities						
Borrowings		-	-	-	672.86	672.86
Trade payables		-	-	-	475.72	475.72
Other financial liabilities		-	-	-	6.45	6.45
TOTAL		-	-	-	1,169.19	1,169.19

Note 35 (B)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial risk factors

The Company's operational activities expose to various financial risks i.e. market risk, credit risk and risk of liquidity. The Company realizes that risks are inherent and integral aspect of any business. The primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange rate risk.

1 Credit risk

The Company evaluates the customer credentials carefully from trade sources before appointment of any distributor and only financially sound parties are appointed as distributors. The Company secures adequate deposits from its distributor and hence risk of bad debt is limited. The credit outstanding is sought to be limited to the sum of advances/deposits and credit limit determined by the company. The company have stop supply mechanism in place in case outstanding goes beyond agreed limits.

(a) Trade receivables:

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining security deposits/bank guarantee or other forms of credit insurance.

2 Liquidity risk

The Company determines its liquidity requirement in the short term and long term. The Company manage its liquidity risk in a manner so as to meet its financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. Besides, it generally has certain undrawn credit facilities which can be assessed as and when required; such credit facilities are reviewed at regular basis

(a) Maturity Analysis for financial liabilities

The following are the remaining contractual maturities of financial liabilities as at March 31,2020.

(Rs. in Lakhs)

Particulars	On Demand	0 to 6 Months	More than 6 months to 1 year	More than 1 Year	Total
Non-derivative					
Trade payables	-	431.63	-	-	431.63
Borrowings	49.04	1.83	1.92	17.11	69.90
Other financial liabilities	-	-	-	-	-
Interest Accrued but not due on borrowings	-	-	-	-	-
Trade Deposits	-	-	-	12.35	12.35
Other Financial Liabilities	-	4.72	-	-	4.72
Total	49.04	438.18	1.92	29.46	518.60

The following are the remaining contractual maturities of financial liabilities as at March 31,2019.

Particulars	On Demand	0 to 6 Months	More than 6 months to 1 year	More than 1 Year	Total
Non-derivative					
Trade payables	-	475.72	-	-	475.72
Borrowings	669.27	1.95	1.64	-	672.86
Other financial liabilities	-	-	-	-	-
Interest Accrued but not due on borrowings	-	-	-	-	-
Trade Deposits	-	-	-	14.17	14.17
Other Financial Liabilities	-	6.45	-	-	6.45
Total	669.27	484.11	1.64	14.17	1,169.19

3 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

(i) Currency Risk

The Company Exposed to currency risks to the extent that there is mismatch between the currencies in which sales , purchase and borrowings are denominated in respective functional currency of the company. The company is not exposed to significant currency risks as majority of the transactions are primarily denominated in Indian Rupees, which is the nation currency of the India.

(a) Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to management is as follows

As at 31st March 2020

(1) The following table analyses foreign currency risk from financial instruments as of March 31, 2020:

(Rs. in Lakhs.)

Particulars	Currency	Foreign Currency	Amount
Financial Assets			
Trade receivables	USD	-	-
Total		-	-

(2) The following table analyses foreign currency risk from financial instruments as of March 31, 2020:

Particulars	Currency	Foreign Currency	Amount
Financial liabilities			
Trade payables	USD	28,203	21.36
	EURO	1,952	1.62
Other Current Liabilities (Advance from Customers)	USD	-	-
Total		30,155	22.99

As at 31st March 2019

(1) The following table analyses foreign currency risk from financial instruments as of March 31, 2019:

Particulars	Currency	Foreign Currency	Amount
Financial Assets			
Trade receivables	USD	270	0.19
Total		270	0.19

(2) The following table analyses foreign currency risk from financial instruments as of March 31, 2019:

Particulars	Currency	Foreign Currency	Amount
Financial liabilities			
Trade payables	USD	40,168	27.78
	EURO	1,724	1.34
Other Current Liabilities (Advance from Customers)	USD	-	-
Total		41,891	29.12

The following significant exchange rates have been applied during the year.

Currency	Year End Spot Rate As At	
	March 31, 2020	March 31, 2019
USD/INR	75.7500	69.1713
EURO/INR	83.2000	77.7024
GBP/INR	0.0000	0.0000

(b) **Foreign Currency Risk Sensitivity**

A change in 5% of foreign currency would have following impact on Profit and Loss and Equity, net of Tax

(1) **Trade Receivables and Other Current Assets**

Particulars	Profit and Loss		Equity, Net of Tax	
	Strengthening	Weakening	Strengthening	Weakening
March 31, 2020				
USD (5% Movement)	-	-	-	-
March 31, 2019				
USD (5% Movement)	0.01	(0.01)	0.01	(0.01)

(2) **Trade Payables and Other Current Liabilities**

Particulars	Profit and Loss		Equity, Net of Tax	
	Strengthening	Weakening	Strengthening	Weakening
March 31, 2020				
USD (5% Movement)	(1.07)	1.07	(1.07)	1.07
EURO (5% Movement)	(0.08)	0.08	(0.08)	0.08
March 31, 2019				
USD (5% Movement)	(1.39)	1.39	(1.39)	1.39
EURO (5% Movement)	(0.07)	0.07	(0.07)	0.07

(ii) **Interest rate risk** is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. Such interest rate risk is actively evaluated and is managed through portfolio diversification and exercise of prepayment/refinancing options where considered necessary.

The Company is also exposed to interest rate risk on surplus funds parked in fixed deposits. To manage such risks, such investments are done mainly for short durations, in line with the expected business requirements for such funds.

(a) Exposure to interest rate risk

(Rs. in Lakhs)

Particulars	31st March 2020	31st March 2019
Fixed Rate Instruments		
Financial Liabilities	24.61	7.18
Variable Rate Instruments		
Financial Liabilities	49.04	669.27
TOTAL BORROWINGS	73.64	676.45

(b) Interest rate Sensitivity

A Change in 50 bps in interest rate would have following impact on Profit and Loss and Equity, net of tax

(Rs. in Lakhs)

Particulars	31st March 2020			31st March 2019		
	Impact on			Impact on		
	Sensitivity Analysis	Profit and Loss	Equity, Net of Tax	Sensitivity Analysis	Profit and Loss	Equity, Net of Tax
Variable Rate Borrowings						
Interest Rate Increase by	0.50%	(0.25)	(0.25)	0.50%	(3.35)	(3.35)
Interest Rate Decrease by	0.50%	0.25	0.25	0.50%	3.35	3.35

Note 36

Related party disclosure, as required by Indian Accounting Standard-24, is as below:

(A) Name of Related Party and Description of Relationship

- (i) Holding Company: Oriental Carbon and Chemicals Limited *
- (ii) Promoter: Duncan International (India) Ltd, Kolkata
- (iii) Key Management Personnel: Akshat Goenka - Managing Director

* Oriental Carbon and Chemicals Limited and Cosmopolitan Investments Limited has given Corporate Guarantees to Company's Bankers, State Bank of India, against all credit facilities.

(B) The following transactions were carried out with related parties in the ordinary course of business:

(Rs. in Lakhs)

Nature of transactions during the year	Holding Company		Promoter	
	Oriental Carbon & Chemicals Ltd, Delhi		Duncan International (India) Ltd	
	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2020	For the year Ended 31st March, 2019
Revenue from Operations (Sale of Goods) (Gross)	11.68	10.44	-	-
Loan taken during the year (unsecured)	-	-	-	-
Repayment of Loan during the year	-	450.00	-	-
Reimbursement of Expenses incurred on behalf of the company	6.89	6.55	1.42	2.12
Interest on inter Corporate Deposit	-	25.36	-	-

(C) Balance receivable from and payable to related parties as at the balance sheet date

(Rs. in Lakhs)

Year End Balances	As at 31st March, 2020	As at 31st March, 2019
Payable		
Oriental Carbon & Chemicals Ltd, Delhi (Trade Payable - Service Provider)	1.76	1.95
Duncan International (India) Ltd (Trade Payable - Service Provider)	-	0.16
Receivable		
Oriental Carbon & Chemicals Ltd, Delhi (Trade Receivable)	-	0.56
Duncan International (India) Ltd	-	-

(D) Compensation of Key Managerial Personnel

Akshat Goenka (Managing Director)

(Rs. in Lakhs)

Particulars	For the Year Ended 31st March, 2020	For the Year Ended x 31st March, 2020
Remuneration	0.12	0.12
Commission *	16.70	19.75
* subject to approval of the Board of Directors		

(E) Director's Sitting Fees

Particulars	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
Sitting Fees paid to Directors	13.38	8.40

Note 37

In the Opinion of the management and to the best of its knowledge and belief, the value on realization of current assets, loans, advances and payment of current liabilities and provisions in the ordinary course of business would not be less/more, than the amount at which they are stated in the Balance sheet.

Note 38

There was a case relating to dismissal of some employees pending in 2nd Labour court, Pune since 2014. In January 2020, the 2nd Labour court issued an order against the company and directed to reinstate all these employees with full back wages, and continuity of service. The Company is in the process of going on an appeal in Bombay High Court. However, the Company has made a provision of estimated liability of Rs. 175.58 Lakhs in the books during this financial year 2019-20 and has disclosed it as an Exceptional item.

Note 39

The spread of COVID-19 impacted the business from mid-March 2020. The Company's plant was under lockdown since March 23, 2020. Consequently, the performance for the month of March 2020 has been partially impacted. The Company has now partially resumed operations after taking into account directives from the Government.

Based on initial assessment, the Management does not expect any significant medium to long-term impact on the business of the Company due to the COVID-19 pandemic. The Company has evaluated the possible effects on the carrying amounts of property, plant and equipment, inventory and receivables basis the internal and external sources of information and determined, exercising reasonable estimates and judgements, that the carrying amounts of these

Duncan Engineering Limited
CIN No:L28991PN1961PLC139151
Notes to the Financial Statements for the year ended March 31, 2020

assets are recoverable. Having regard to the above, and the Company's liquidity position, the management does not anticipate any material uncertainty in meeting the financial obligations over the foreseeable future. However, the impact of global health pandemic might be different from that estimated as at the date of approval of these financial statements and the Company will closely monitor any material changes to future economic conditions.

Note 40

Previous year figures have been regrouped/rearranged wherever necessary to conform to this year classification.

For and on behalf of the Board

For SINGHI & CO.

Chartered Accountants
Firm Reg. No. 302049E

Sudesh Choraria

Partner
Membership No. 204936

Place : Mumbai

Date: June 3, 2020

Akshat Goenka

Managing Director

DIN: 7131982

Place : Noida

A Goenka

Director

DIN: 0135653

Place : Noida

Rajib Kumar Gope

Company Secretary

Place : Pune

K Raghu Raman

Chief Financial Officer

Place : Pune

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DUNCAN ENGINEERING LIMITED

“Formerly Known as Schrader Duncan Limited”

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