



DUCON INFRA TECHNOLOGIES LIMITED

Regd. Office: Ducon House, Plot No. A/4, Road No.1, MIDC,
Wagle Industrial Estate, Thane (W) – 400 604. India
Tel. : 91-22-41122114, Fax 022 41122115 URL : www.duconinfra.co.in
Email: info@duconinfra.co.in, CIN No: L72900MH2009PLC191412

Date: 6th September, 2023

To

BSE Limited P. J. Towers, Dalal Street, Mumbai-400001. Script Code – 534674	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Symbol - DUCON
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Sub: Notice of 14th Annual General Meeting and Annual Report for the Financial Year ended 31st March, 2023

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), kindly note that Fourteenth (14th) Annual General Meeting of the Company is scheduled to be held on Saturday, 30th September, 2023 through Video Conferencing (VC)/Other Audio Visual Means (OAVM for the Financial Year ended 31st March, 2023 in compliance with the provisions of the Companies Act, 2013 and circulars dated May 5, 2020, April 8, 2020 and April 13, 2020, June 15, 2020, September 28, 2020, January 13, 2021 and December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circular") and the Securities and Exchange Board of India ("SEBI") (hereinafter referred to as "SEBI Circular").

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 14th AGM and the Annual Report of the Company, for the Financial Year (FY) 2022-2023, which is being sent through electronic mode to those members whose e-mail addresses are registered with the Registrar & Share Transfer Agent/ Depository Participants.

Pursuant to Regulation 42 of the Listing Regulations & Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer books will remain closed from Sunday, 24th September, 2023 to Saturday, 30th September, 2023 (Both days inclusive) for the purpose of the AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, the Company has fixed 23rd September, 2023 as the ‘cut-off’ date for remote e-voting as well as voting during the AGM. A member’s voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on the cut-off date.

The remote e-voting period shall commence at 09.00 a.m. on 27th September, 2023 and end at 05.00 p.m. on 29th September, 2023.

We request you to take the same on your record.

For Ducon Infratechnologies Limited

Darshit Parikh
Company Secretary

Place: Thane
Encl - As above



CONSISTENCY IN PERFORMANCE

DUCON
INFRA TECHNOLOGIES LTD.

ANNUAL REPORT
2022-2023



DUCON INFRATECHNOLOGIES LIMITED CORPORATE INFORMATION

BOARD OF DIRECTORS

Arun Govil	Managing Director
Harish Shetty	Executive Whole Time Director & CFO
Chandrasekhar Ganesan	Executive Whole Time Director
Ratna Jhaveri	Independent Director
Prakash Vaghela	Independent Director
Jinesh Shah	Independent Director
Maruti Deore	Non-Independent Director
Apeksha Agiwal (Appointed w.e.f. 17.07.2023)	Independent Director
Reema Shah (Resigned w.e.f. 01.12.2022)	Independent Director
Sanjay Vasaikar (Appointed w.e.f. 28.02.2023 & Resigned w.e.f. 20.04.2023)	Independent Director

Auditors

M/s. Hitesh Shah & Associates
Chartered Accountants
Mumbai

Company Secretary

CS Darshit Parikh

Principal Bankers

Bank of Baroda

Registered Office

Ducon House, Plot No A/4,
Road No.1 MIDC,
Wagle Industrial Estate,
Thane – 400604

Registrar & Transfer Agents

Bigshare Services Pvt. Ltd.

S6-2 6th Floor Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF DUCON INFRA TECHNOLOGIES LIMITED WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 5.30 P.M. INDIAN STANDARD TIME (“IST”) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended 31st March, 2023, along with the reports of the Board of Directors and Auditors thereon; and in this regard.

“RESOLVED THAT the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Chandrasekhar Ganesan (DIN: 07144708), who retires from the office of director by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Chandrasekhar Ganesan (DIN: 07144708), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

SPECIAL BUSINESS

3. Appointment of Ms. Apeksha Agiwal (DIN: 10083559) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Regulation 17 and 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Ms. Apeksha Agiwal (DIN: 10083559), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 17th July, 2023, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years till conclusion of 19th Annual General meeting to be held in 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may be required, to give effect to the above resolution and to do all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and to do all things incidental and ancillary thereto.”

4. Approval for waiver of recovery of excess Managerial Remuneration paid to Mr. Harish Shetty (DIN-07144684), Executive Whole Time Director and Chief Financial Officer of the Company for Financial Year ended on 31st March, 2022 and 31st March, 2023.

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

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Board of Directors (hereinafter referred to as “the Board”) of the Company and on the recommendation of Nomination & Remuneration Committee consent of the Members of the Company be and is hereby accorded to ratify and approve the excess remuneration of Rs. 24,13,950 and Rs. 36,98,888 paid for Financial year 2021-22 and 2022-23 respectively to Mr. Harish Shetty (DIN-07144684), Executive Whole time Director and Chief Financial Officer of the Company, which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of sub-section (10) of Section 197 and other applicable provisions, if any, of the Act including any statutory modification(s) or reenactment thereof, read with Schedule V to the Act, the consent of the Members of the Company be and is hereby awarded to waive the recovery of excess remuneration of Rs. 24,13,950 and Rs. 36,98,888 paid to Mr. Harish Shetty (DIN-07144684), Executive Whole time Director and Chief Financial Officer of the Company, for Financial year 2021-22 and 2022-23 respectively, in excess of the prescribed limits, in case when company have no profit or inadequate profits as per the applicable provisions of the Companies Act, 2013 as per the details annexed in the Explanatory Statement.

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

5. Approval for waiver of recovery of excess Managerial Remuneration paid to Mr. Chandrasekhar Ganesan (DIN-07144708), Executive WholeTime Director of the Company for Financial Year ended on 31st March, 2022 and 31st March, 2023

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

“RESOLVED THAT in accordance with the provisions of Sections 197,198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Board of Directors (hereinafter referred to as “the Board”) of the Company and on the recommendation of Nomination & Remuneration Committee consent of the Members of the Company be and is hereby accorded to ratify and approve the excess remuneration of Rs. 22,89,950 and Rs. 18,68,470 paid for Financial year 2021-22 and Financial year 2022-23 to Mr. Chandrasekhar Ganesan (DIN-07144708), Executive Whole time Director of the Company, which was found to be in excess of the maximum permissible limits as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of sub-section (10) of Section 197 and other applicable provisions, if any, of the Act including any statutory modification(s) or re-enactment thereof, read with Schedule V to the Act, the consent of the Members of the Company be and is hereby awarded to waive the recovery of excess remuneration of Rs. 22,89,950 and Rs. 18,68,470 paid to Mr. Chandrasekhar Ganesan (DIN-07144708), Executive Whole time Director of the Company, for Financial year 2021-22 and Financial year 2022-23, in excess of the prescribed limits, in case when Company have no profit or inadequate profits as per the applicable provisions of the Companies Act, 2013 as per the details annexed in the Explanatory Statement.

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

6. Approval for revision of Remuneration of Mr. Harish Shetty (DIN: 07144684), Executive Whole-Time Director and Chief Financial Officer of the Company

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

“RESOLVED THAT in partial modification of Resolution No. 9 passed at the Annual General Meeting of the Company held on 30th September, 2022 for the re-appointment and terms of remuneration of Mr. Harish Shetty (DIN: 07144684) as Executive Whole-time director and Chief Financial Officer of the Company and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and such other approvals, permissions and sanctions as may be required, and as recommended by Nomination and Remuneration committee consent of the Members of the Company be and is hereby accorded to the revision in terms of remuneration of Mr. Harish Shetty (DIN: 07144684) as Executive Whole Time Director and Chief Financial Officer, by increasing the upper limit of the scale of salary from Rs. 3,00,000 per month to Rs. 6,00,000 per month with authority to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1st April, 2023 upto the remainder period of the tenure of his appointment i.e. 5th September, 2025.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings and apart from the aforesaid revision in remuneration, the other terms and conditions of appointment of Mr. Harish Shetty, as previously approved by the shareholders at the 13th Annual General Meeting of the Company held on 30th September, 2022, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Harish Shetty (DIN: 07144684), Executive Whole-time director and Chief Financial Officer of the Company, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of remuneration to the Executive Whole-time director and Chief Financial Officer based on the recommendation of the NRC, in such manner as it may decide within the maximum limits specified under Section 197 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s)/officials of the Company to give effect to the aforesaid resolutions."

**By Order of the Board of Directors
For Ducon Infratechnologies Limited**

**Arun Govil
Managing Director
DIN: 01914619**

**Harish Shetty
Executive Whole Time Director
& CFO
DIN: 07144684**

Date: 28th August, 2023

Place: Thane

Registered Office

Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

CIN No: L72900MH2009PLC191412

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**"), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 10/2022 dated December 28, 2022 (collectively "**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively "**SEBI Circulars**"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), the 14th AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3, 4, 5 and 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at the AGM for Item no. 2 and 3 is furnished as annexure to the Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder and Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him-self and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, physical attendance of members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. As per Regulation 40 of SEBI Listing Regulations, as amended and as per SEBI in its press release dated December 03, 2018 had decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to dematerialize the shares held by them in physical form.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Sunday, 24th September, 2023 to Saturday, 30th September, 2023. (both days inclusive).
7. The Members holding the shares in physical form may obtain the nomination form from the Company's Registrar & Share transfer agent- Bigshare Services Pvt. Ltd. (BSPL) and are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or BSPL for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
11. Members who are holding shares in physical are advised to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank

details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in de-mat form and to the Company's Registrars and Transfer Agents-BSPL at M/s. Bigshare Service Private Limited office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura centre, Mahakali Caves Road, Andheri (E) Mumbai – 400093 Board No: 022-62638200/222 Email: investor@bigshareonline.com Website - <https://www.bigshareonline.com/>

12. RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://duconinfra.co.in/> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of Company's Registrars and Transfer Agents.
13. In case of failure to provide required documents and details as per the aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after 1st October, 2023 by the RTA and the shareholders will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend in physical mode In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
14. Dispute Resolution Mechanism at Stock Exchanges- SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
15. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
16. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE741L01018.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
18. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
19. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
20. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:
 - i. In compliance with the MCA Circulars and SEBI Circulars as mentioned under Note no. 1 above, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <https://duconinfra.co.in/>, website of the Stock Exchanges, i.e., National Stock Exchange of India Limited at www.nseindia.com and, BSE Limited at www.bseindia.com Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 - ii. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company's Registrar & Share transfer agent-Bigshare Services Pvt. Ltd. (BSPL) with details of Name of Shareholder, Folio No, Scanned copy of Share Certificate (front and back), self-attested

copy of PAN card and Aadhar Card on info@bigshareonline.com.

- b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.
21. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
23. Members of the Company under the category of Institutional Investors, if any, are encouraged to attend and vote at the AGM.
24. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars as mentioned under note no. 1 above. Further, the facility for remote e-voting and e-voting at the AGM will be provided. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and as per MCA circulars under reference. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting at the AGM will be provided by NSDL.
25. Ms. Shruti H. Shah, Practicing Company Secretary (FCS No. 8852) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner and she has consented to act as a scrutinizer.
26. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.duconinfra.co.in and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 14th AGM of the Company on 30th September, 2023. The same will also be submitted to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
28. Voting through electronic means:
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Circulars issued by the Ministry of Corporate Affairs dated 5th May, 2022, 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, SEBI Circular dated 9th December, 2020, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by remote e-voting and e-Voting at AGM. The both the E-voting Services as provided by National Securities Depository Limited (NSDL).
 - II. The remote e-voting period commences on Wednesday, 27th September, 2023 (9:00 a.m. IST) and ends on Friday, 29th September, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, 23rd September, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM.
 - III. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

V. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Saturday, 23rd september 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Saturday, 23rd september 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".

VI. The details of the process and manner for remote e-voting are explained herein below:

INSTRUCTIONS FOR MEMBERS FOR ATTENDING AGM THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Wednesday, 27th September, 2023 (9:00 A.M. IST) and ends on Friday, 29th september, 2023 (5:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 23rd september, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 23rd september, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e.

Type of shareholders	Login Method
	<p>NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	<ol style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022- 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csshrutishah@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to "Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@duconinfra.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@duconinfra.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.

- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@duconinfra.co.in. The same will be replied by the company suitably.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions/would like to register as speaker/may send their questions 10 days in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@duconinfra.co.in. The same will be replied by the Company suitably.

**By Order of the Board of Directors
For Ducon Infratechnologies Limited**

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time Director
& CFO
DIN: 07144684

Date: 28th August, 2023

Place: Thane

Registered Office

Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

CIN No: L72900MH2009PLC191412

EXPLANATORY STATEMENT

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 3, 4, 5 and 6 of the accompanying Notice dated 28th August, 2023.

Item No. 3 Appointment of Ms. Apeksha Agiwal (DIN: 10083559) as an Independent Director of the Company

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee meeting and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, had approved the appointment of Ms. Apeksha Agiwal (DIN: 10083559), as an Additional Director, designated as a Non – Executive, Independent Director of the Company for a term of 5 (five) consecutive years with effect from July 17th, 2023.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Ms. Apeksha Agiwal as an independent director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment of Ms. Apeksha Agiwal as an independent director requires approval of Members of the Company by passing a special resolution.

Ms. Apeksha Agiwal is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Ms. Apeksha Agiwal that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

In the opinion of the Board, Ms. Apeksha Agiwal fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

A brief profile and other relevant information as required under SEBI Listing Regulations and Secretarial Standards of the Independent Director to be appointed is given below:

Ms. Apeksha Agiwal is qualified Chartered Accountant in Practice and having a Fellow Membership of Institute of Chartered Accountants of India. She has wide exposure of more than 7 years in handling Finance, taxation, Good & Service Tax and Income Tax related aspects. She has worked as Consultant for a reputed hospital named Geetanjali Hospital, Udaipur (Rajasthan) and also worked as Internal Auditor & consultant for various Corporate(s).

She has highly effective leadership quality with proven ability to drive complex strategic initiatives that align with corporate vision.

Ms. Apeksha Agiwal meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

Leadership experience of running large enterprise – Experience in leading well-governed large organizations, with an understanding of systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.

Further, as required in compliance with SEBI Listing Regulations details and current directorship of the Director is provided in the Annexure I to this notice and She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meeting(s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

The Board considers that her association would be of immense benefit to the Company based on her qualification and accounts background and her appointment would increase the diversity in the Board. She is proficient in analytical situations and has strong problem-solving competencies. It is desirable to continue to avail services of Ms. Apeksha Agiwal as an Independent Director.

Except Ms. Apeksha Agiwal (DIN: 10083559) being an appointee, None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4 & 5 Approval for waiver of Recovery of excess Managerial Remuneration paid to Mr. Harish Shetty (DIN-07144684), Executive Whole Time Director and Chief Financial Officer of the Company and Mr. Chandrasekhar Ganesan (DIN-07144708), Executive Whole Time Director for Financial Year ended on 31st March, 2022 and 31st March, 2023 respectively

During the financial year 2021-22 and 2022-23, the profit of the Company was not adequate and due to the continuing impact of COVID pandemic on business of the Company and slow recovery, the profits of the Company was reduced to a significant level. The remuneration paid to Mr. Harish Shetty (DIN-07144684), Executive Whole Time Director and Chief Financial Officer and Mr. Chandrasekhar Ganesan (DIN-07144708), Executive Whole Time Director, for the financial year 2021-22 and 2022-23 respectively in accordance to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013, exceeded the limits prescribed therein.

Pursuant to the Amendment to the Act introduced by the Companies (Amendment) Act, 2017, with effect from 12th September, 2018 in Section 197 of the Companies Act, 2013, the Companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the Members of the Company given by way of a Special Resolution and without requiring the approval of the Central Government (as was previously required under Section 197 read with Schedule V to the Act).

Total remuneration paid to Mr. Harish Shetty (DIN-07144684) as Executive Whole Time Director and Chief Financial Officer of the Company for the financial year ended 2021-22 and 2022-23 was Rs. 25,88,000 and Rs. 43,00,006 respectively. Out of total remuneration paid, the excess amount of refundable portion of managerial remuneration which is to be waived after approval of shareholders is Rs. 24,13,950 & Rs. 36,98,888 for the financial year 2021-22 and 2022-23 respectively.

Total remuneration paid to Mr. Chandrasekhar Ganesan (DIN-07144708) as Executive Whole Time Director of the Company for the financial year ended 2021-22 and 2022-23 was Rs. 24,64,000 and Rs. 24,69,588 respectively. Out of total remuneration paid, the excess amount of refundable portion of managerial remuneration which is to be waived after approval of shareholders is Rs. 22,89,950 & Rs. 18,68,470 for the financial year 2021-22 and 2022-23 respectively.

The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information

1. Nature of Industry: The Company is in the business of Heavy Engineering & Clean Technology.
2. Date or expected date of commencement of commercial production: The Company has been in business for the past 14 years.
3. In case of new companies, expected date of commencement of activities: Not applicable, as the Company is an existing Company.
4. Financial performance based on given indicators

(Rs. in Lakhs)

Particulars	31.03.2023	31.03.2022	31.03.2021
Turnover	31,188.59	12,448.12	34,195.38
Profit before tax	531.03	121.13	53.72
Profit after Tax	387.99	82.86	41.55
Shareholders Fund	11,854.97	14,650.27	14,567.37
Rate of Dividend on Equity Shares (%)	—	—	—

5. Foreign investments or collaborators, if any: N. A.

II. Information about the appointee:

Background details:

Mr. Harish Shetty is Commerce Graduate and has completed CA Inter. He has around Three decades of experience in Accounts, Finance and Taxation. He has headed similar disciplines of corporates across manufacturing, service and EPC sectors, expert in handling multistate operations, spearheaded implementation of effective proposal costing, productivity tools, cost saving initiatives and also

crucial corporate policies and procedures. He has highly effective leadership quality with proven ability to drive complex strategic initiatives that align with corporate vision.

Mr. Chandrasekhar Ganesan is an Engineer by Qualification. He had began his career with Philips India Ltd and served for around 9 years in Industrial Projects & Automation division and later served for around 15 years with Sanmar Industrial Projects. Mr. Chandrasekhar Ganesan has extensively travelled and possess deep knowledge of coal, cement, power, tyre, steel, oil & petrochemical industries and successfully implemented several multimillion dollar packages in Collaboration with Pebco USA & Chronos Richordson UK in these assignments.

Past Remuneration:

Remuneration for the Financial Year 2021-2022 & 2022-23 of Mr. Harish Shetty (DIN: 07144684): Rs. 25.88 lacs p.a. & Rs. 43.00 Lacs p.a. respectively and;

Remuneration for the Financial Year 2021-2022 & 2022-23 of Mr. Chandrasekhar Ganesan (DIN: 07144708): Rs. 24.64 lacs p.a. & Rs. 24.69 Lacs p.a. respectively.

Recognition or awards/ Job profile and their suitability: Mr. Harish Shetty (DIN: 07144684) and Mr. Chandrasekhar Ganesan (DIN: 07144708) have managed the affairs of the Company since past more than 6 Years. In the opinion of the Board, they are eminently suited for the position they holds.

Remuneration proposed: The remuneration of Mr. Harish Shetty (DIN: 07144684) and Mr. Chandrasekhar Ganesan (DIN: 07144708) are as specified by the Board of Directors.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person. The remuneration of Mr. Harish Shetty (DIN: 07144684) and Mr. Chandrasekhar Ganesan (DIN: 07144708) are in tune with the remuneration in similar sized companies in similar segment of business.

Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any: Mr. Harish Shetty (DIN: 07144684) and Mr. Chandrasekhar Ganesan (DIN: 07144708) does not holds any equity in the Company and is not related to any other Directors/ Key Managerial Personnel.

III. Other Information Reasons of inadequate profits:

Reasons of inadequate profits: On account of current economic condition and intense competition in the industry, there is a continued pressure on margins & profitability. Further, major share of past business has been from non-core segments like electrification etc., which operate with less margins. Currently, the Company is able to book orders in its core technological segments of Flue Gas Desulpharisation and Bulk Material Handling Systems which should improve the profitability. Further, the Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines.

Expected increase in productivity and profits in measurable terms: The focus on customer-centricity, deep domain expertise, agility in building new capabilities, and constant innovation and execution excellence have resulted in enduring customer relationships. The Company is taking several initiatives to improve market share and financial performance. We expect the growth in business and profitability to rise in near future.

The Company as on date is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In view of above, the Company is required to obtain approval from its shareholders by way of Special Resolution to waive the recovery of the excess remuneration paid to the above mentioned Director as mentioned in the Resolutions at set out in Item 4 and 5.

Other than Mr. Harish Shetty (DIN-07144684) and Mr. Chandrasekhar Ganesan (DIN-07144708), none of the Directors, Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolutions stated in Item No. 4 and 5.

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolutions set out in Item No. 4 and 5 as a Special Resolution for your approval.

Item No. 6 Approval for revision of Remuneration of Mr. Harish Shetty (DIN: 07144684), Executive Whole-Time Director and Chief Financial Officer of the Company.

The Members of the Company at the 13th Annual General Meeting held on September 30, 2022 had appointed Mr. Harish Shetty (DIN: 07144684) as the Executive Whole Time Director and Chief Financial Officer of the Company effective from 6th September, 2022 for a period of three years i.e. upto 5th September, 2025, including, inter alia, salary scale of Rs. 3,00,000 per month with Other perquisites/benefits/commissions.

Taking into consideration the remaining tenure of appointment of Mr. Harish Shetty, size of the Company and the responsibilities cast on Mr. Harish Shetty (DIN: 07144684) as the Executive Whole Time Director and Chief Financial Officer, on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 28th August, 2023 has, subject to the approval of the Members of the Company, revised the upper limit of the scale of salary from Rs. 3,00,000 per month to Rs. 6,00,000 per month with effect from 1st April, 2023 upto the remaining tenure of his appointment i.e. upto 5th September, 2025, with proportionate increase in the benefits related to his salary. All other terms and conditions of re-appointment of Mr. Harish Shetty, as approved at the AGM of the Company held on 30th September, 2022, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V as amended and as in force from time to time. In compliance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Act, the revised terms of remuneration specified above are now being placed before the Members for their approval. The Directors are of the view that the remuneration payable to Mr. Harish Shetty as Executive Whole Time Director and Chief Financial Officer is commensurate with his abilities and experience, and accordingly, commend the resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

Except Mr. Harish Shetty, none of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice. Mr. Harish Shetty is not related to any other Director or KMP of the Company.

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution set out in Item No. 6 as a Special Resolution for your approval.

**By Order of the Board of Directors
For Ducon Infratechnologies Limited**

**Arun Govil
Managing Director
DIN: 01914619**

**Harish Shetty
Executive Whole Time Director
& CFO
DIN: 07144684**

**Date: 28th August, 2023
Place: Thane**

Registered Office
Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

CIN No: L72900MH2009PLC191412

ANNEXURE – I

Details of Directors appointment/re-appointment/retiring by rotation, as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Mr. Chandrasekhar Ganesan	Ms. Apeksha Agiwal
Director Identification Number (DIN)	07144708	10083559
Date of Birth	01/02/1960	13/11/1992
Date of First Appointment on Board	20/01/2016	17/07/2023
Experience in functional Area	Began career with Philips India Ltd and served for around 9 years in Industrial Projects & Automation division and later served for around 15 years with Sanmar Industrial Projects. Mr. Ganesan has extensively travelled and possess deep knowledge of coal, cement, power, tyre, steel, oil & petrochemical industries and successfully implemented several multimillion dollar packages in Collaboration with Pebco USA & Chronos Richardson UK in these assignments.	Qualified Chartered Accountant in Practice and having a Fellow Membership of Institute of Chartered Accountants of India. She has wide exposure of more than 7 years in handling Finance, taxation, Good & Service Tax and Income Tax related industry
Qualification	Engineer	Chartered Accountant
Directorship in other Companies (Public Limited Companies) Membership of Committees of other public limited companies (Audit Committee and Shareholder’s/ Investor’s Grievance Committee only) No. of Shares held in the Company The number of Meetings of the Board attended during the F.Y. 2022-23	Please refer Corporate Governance Report section of the Annual Report 2022-2023	Please refer Corporate Governance Report section of the Annual Report 2022-2023
Listed Entity from which the person has resigned in the Last three years	0	0
Membership in the committee’s of Listed Entity from which the person has resigned in the Last three years	0	0
Remuneration Paid	For remuneration details, please refer the Corporate Governance Report	Nil
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There are no inter-se relationships between the Directors mentioned above, and Manager and other Key Managerial Personnel of the Company.	There are no inter-se relationships between the Directors mentioned above, and Manager and other Key Managerial Personnel of the Company.

**By Order of the Board of Directors
For Ducon Infratechnologies Limited**

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time Director
& CFO
DIN: 07144684

Date: 28th August, 2023
Place: Thane

Registered Office
Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

CIN No: L72900MH2009PLC191412

DIRECTORS' REPORT

Your Directors are pleased to present the **Fourteenth** Annual Report on the business and operations of your Company for the period ended March 31, 2023.

1. Financial Highlights

(Rs. In lakhs)

Particulars	Year ended 31/03/2023	Year ended 31/03/2022
Gross Income	31,242.75	12,488.64
Profit Before Interest and Depreciation	1,525.97	1,084.35
Finance Charges	988.69	953.85
Profit before Depreciation	537.28	130.50
Provision for Depreciation	6.25	9.37
Net Profit Before Tax	531.03	121.13
Provision for Tax	143.03	38.27
Net Profit After Tax	387.99	82.86
Other Comprehensive Income	(0.64)	0.04
Total Comprehensive Income after Tax	387.35	82.90
Balance of Profit brought forward	2,070.81	1,987.91
Income Tax Earlier Year	-	-
Balance available for appropriation	3,469.39	2,070.81

2. Management Analysis and Discussions:

Discussion on financial performance with respect to operational performance:

The total income of standalone for the financial year under review was Rs. 31,242.75 Lacs as against Rs.12,488.64 Lacs during the previous year. The Operating Profit (earnings before depreciation and interest and tax) recorded a increase of 40.73% at Rs. 1,525.96 Lacs as against Rs. 1,084.35 Lacs in the previous year. The profit before tax stood at Rs. 531.03 Lacs as compared to Rs. 121.13 Lacs in the previous year. The Company has made a provision of tax totaling to Rs.143.03 Lacs and the profit after tax stood at Rs. 387.99 Lacs for the current year.

The total income on consolidated basis for the financial year under review was Rs. 39,613.58 Lacs as against Rs.38,476.54 Lacs during the previous year. The Operating Profit (earnings before depreciation and interest and tax) on consolidated basis is Rs.1,671.66 Lacs as against Rs. 1,694.99 Lacs in the previous year. The Consolidated profit before tax stood at Rs. 564.50 Lacs as compared to Rs. 627.65 Lacs in the previous year. The Company has made a provision of tax totaling to Rs. 154.66Lacs and the consolidated profit after tax stood at Rs. 409.85 Lacs.

Overall your Company recorded growth both in terms of revenue and profit. Your Company continues with its rigorous cost restructuring exercises and efficiency improvements which have resulted in significant savings, thereby enabling the Company to maintain profitable growth in the current economic scenario. Continuing to order booking spree, the company booked one more FGD order during this period. The company continuing to bid many projects both in FGD & Bulk material handling systems and hopes to book some more projects in the immediate future.

ENGINEERING, PROCUREMENT AND CONSTRUCTION – EPC

AIR POLLUTION CONTROL SYSTEMS – FGD

Flue-gas desulfurization (FGD) is a set of technologies used to remove sulfur dioxide (SO₂) from exhaust flue gases of fossil-fuel power plants, and from the emissions of other sulfur oxide emitting processes. This process is carried out during combustion in fossil fuel power plants such as coal and oil fired combustion units. When coal or oil is burned to produce energy, about 95 percent or more of the sulfur is generally converted to sulfur dioxide (SO₂) under standard temperature conditions.

The Technology

FGD can be characterized into wet & spray dry scrubbing, wet sulfuric acid process, SNOX flue gas desulfurization and dry sorbent injection system based on methods of desulfurization. Most FGD systems employ two stages: one for fly ash removal and the other for SO₂ removal. In wet scrubbing systems, the flue gas normally passes first through a fly ash removal device, either an electrostatic

precipitator or a baghouse, and then into the SO₂-absorber. However, in dry injection or spray drying operations, the SO₂ is first reacted with the lime, and then the flue gas passes through a particulate control device. Another important design consideration associated with wet FGD systems is that the flue gas exiting the absorber is saturated with water and still contains some SO₂. These gases are highly corrosive to any downstream equipment such as fans, ducts, and stacks. Two methods that may minimize corrosion are: (1) reheating the gases to above their dew point, or (2) using materials of construction and designs that allow equipment to withstand the corrosive conditions. Both alternatives are expensive. Engineers determine which method to use on a site-by-site basis. Wet FGD systems are widely used in comparison to dry FGD and are expected to maintain dominance over the forecast period owing to high efficiency and low maintenance.

Applications

Application segments of flue gas desulfurization market include new FGD systems and reagents & replacements. Increasing electricity demand in emerging economies such as China and India owing to rapid industrialization and urbanization is expected to increase the number of coal-fired power plants. This, in addition to increasing prevalence of airborne diseases, implementation of environmental laws and regulations, and growing concerns over environmental pollution is expected to boost the demand for new FGD systems in the market. The demand for reagents & replacements was primarily for repair of parts such as pump impellers, nozzles, valves and filter belts among others in established FGD systems. The increasing use of reagents such as limestone, dibasic acid, and sodium hydroxide is further expected to boost the growth of reagents & replacements application segment in the market. Increasing demand for FGD systems from chemicals, power generation, cement manufacturing, iron & steel, and many other industries is also expected to fuel the FGD market, globally

Geography

Flue gas desulfurization market has witnessed a significant growth in recent years due to stringent government policies relating to emissions of harmful gases in the environment. The global flue gas desulphurization (FGD) market is forecast to grow from \$9.6 billion in 2018 to \$12 billion by 2024, exhibiting a CAGR of over 4% during 2019-2024, owing to the enforcement of various federal laws and regulations that mandate SOx emitting industries to install air quality control equipment in their plants.

Regionally, Asia-Pacific is expected to exhibit the fastest growth in the global flue gas desulphurization market during the forecast period, on the back of the increasing demand for FGD systems from the growing industrial sectors such as cement and metal smelting in countries like China and India. Moreover, alarming pollution levels and stringent laws introduced by the governments to curb pollution in the region are also anticipated to aid the Asia-Pacific FGD market growth in coming years.

Key Players

Some of the major companies in global flue gas desulfurization market include Alstom S.A., Babcock & Wilcox, Siemens Energy, Thermax, Ducon Technologies Inc., Hamon Research-Cottrell, Mitsubishi Heavy Industries, and Marsulex Environmental Technologies. Other companies include China Boqi, Chiyoda Corporation, Hitachi Power Systems America Ltd., Marsulex Environmental Technologies and Lonjing Environment Technology Co. Ltd.

FGD in India

India satisfies most of her power requirement through thermal power. Thermal power generation constitutes about 56.5 per cent of the total installed capacity followed by renewable energy which is 21.2 per cent. Going forward, around 30 GW of coal-based capacity is expected to be added over the next five years largely led by under-construction projects of state and central entities according to a Research by CRISIL.

Indian coal is high in ash, but is low in sulphur. Indian coal contains sulphur in the range of 0.25 per cent to 0.5 per cent. This range of sulphur content coal produces SO₂ in the range of 1,500-2,000 microgram per cubic metre of flue gas (mg/Nm³). However, coal is also imported from Indonesia, Australia and South Africa for fuelling thermal power plants. This imported coal is high in sulphur content while being low in ash.

The government has focused on reduction of emissions from coal-based thermal power plants in accordance with the Intended Nationally Determined Contributions (INDCs) submitted to the United Nations Framework Convention on Climate Change (UNFCCC) that has committed to curb emission intensity of its economy by 30-35 per cent from the 2005 level by 2030. Accordingly, the Ministry of Environment, Forest and Climate Change (MoEFCC), has issued notification no: S.O.3305(E) titled 'Environmental

(Protection) Amendment rules, 2015 dated 7.12.2015 with the objective of reducing emissions of suspended particulate matter (SPM), SO_x, NO_x and mercury at thermal power plants (TPPs). With the MoEFCC order, it has become compulsory to install Flue Gas Desulphurisation (FGD) system in the existing and upcoming thermal power plants to curb SO_x emissions.

The Ministry of Environment, Forest and Climate Change (MoEFCC), has issued notification no: G.S.R. 682 (E) titled 'Environmental (Protection) Second Amendment Rules, 2022 dated 5th September 2022 with the objective of reducing emissions of SO₂ at thermal power plants (TPPs). This Notification has categorised the Thermal Power Plants into Three groups based on the Location /Area and fixed timelines for compliance for SO₂ emission as Dec 2024, Dec 2025 and Dec 2026 respectively. The non-complying units have to be retired. Until then the Non-compliant units have to pay Environmental Compensation ranging from 0.20 paise to 0.40 paise per unit.

The above Notification has left the power industry no other option but to go for Air Pollution Control Systems (FGD), which is the core technology of Ducon.

Ducon and FGD

Globally, Ducon has supplied wet FGD systems on over 20,000 MW of combined power plant capacity. Ducon FGD systems can achieve over 99% sulfur dioxide removal efficiency. Ducon Flue Gas Desulfurization systems can also recover up to 90% of oxidized mercury in the flue gas. Ducon caters to the industry with its multiple FGD technologies like Wet Lime, Sea Water, Dry etc.

Depending upon the reagent utilized, Ducon can select a packed tower, a spray tower or a Ventri-Rod Absorber (VRA™) (a proprietary Environengineering unit) for the wet FGD application. For Dry Flue Gas Desulfurization systems, Ducon uses its proprietary two-fluid nozzle DRX-25 to atomize feed slurry in the spray reactor. Ducon can also provide a Circulating Reactor Dry FGD System suitable for applications of upto 3% sulfur coal and by utilizing dry lime, it can provide upto 97% SO₂ removal efficiency. Ducon provides either bag house filter or Electrostatic Precipitator for duct collection downstream. Ducon works with reputable vendors to provide Gas-to-Gas heat exchangers, fans, controls, and reagent handling & feeding systems.

DUCON, being pioneers of FGD in India, is better placed than anybody else to grab the opportunities in the current scenario. Considering the massive influx of FGD tenders, DUCON has decided to capitalize on the maximum FGD project opportunities by either sole bidding on smaller & medium sized projects or joint bidding with another reputable EPC company on large FGD projects. With this strategy, DUCON has been bidding on extensive number of FGD projects both small and medium size projects independently and large projects via joint bidding.

Ducon has the capability to provide a complete global turnkey installations including effluent treatment systems.

Milestone Projects

With many firsts in its stride, Ducon is rightly regarded as the pioneers of FGD in India.

- a. Ducon has installed India's first Sea water FGD system with 100% of flue gas, for 2 X 250 MW Dahanu Thermal Power Station for Reliance Energy Ltd. This unit consistently ranks among the cleanest as well as the most reliable power generating station in India. This project also disproved the notion that energy production and environmental protection are mutually exclusive.
- b. Ducon is also credited with providing India's first Wet limestone FGD system on coal fired power plant with production of saleable Gypsum for 2 x 600 MW Udupi Thermal Power Station, Karnataka. Today this unit has become benchmark installation for those desirous of installing FGD systems in India.
- c. India's first ever Dual Alkali Scrubber for Sterlite Copper, Toothukudi, Tamil nadu is provided by Ducon
- d. India's first ever FGD system for Glass Furnace at Saint Gobain Glass, Sriperumbudur, Tamil nadu is installed by Ducon.

DRY BULK MATERIAL HANDLING SYSTEM

The correct storage, extraction and the selection of suitable transportation systems is becoming increasingly important for power plant owners. This is particularly of great significance wherever a high service life, few to no interruptions, high through puts and the lowest possible power consumptions are in demand.

Ducon with its technology specializes in the Design, supply, installation of complete turnkey facilities for Bulk Material Handling and Pneumatic Conveying Systems. Ducon supplies systems to unload, store, reclaim, weigh and sometimes process materials of all kinds of Power, Cement, Steel, Alumina, Chemical and Petrochemical industries. Where there is a product to move, Ducon has the product to move it.

- Pneumatic Conveying Systems (Lean and Dense Phase)
- Mechanical conveying systems
- Discharge systems for Silos and Hoppers
- Process of Bulk materials (Crushing and Grinding)
- Big bag filling and discharge systems
- Transshipment systems (Rail Wagon and Tanker Loading and Unloading system)

Ash handling systems for Power Generation Industry

The industry's main applications are the removal of ash from boiler and filter systems. Course ash / Fly ash collected at Economizer / Air Pre Heater / Duct Hoppers / ESP hoppers is pneumatically conveyed to intermediate silos and to remote silos. Ducon has the capability and technology to design the most efficient dense phase conveying system with capacity as high as 300 TPH and conveying distance in excess of 1500m.

DU-PUMP system

Ducon offers pressure pneumatic conveying system for conveying of various powdery material like Cement, Clinker dust, Sand, Coal, Alumina, Bentonite, Fly ash etc. DU-PUMP systems can operate at higher air to solid ratios and it has many advantages like positive pressure system, low velocity, less erosion of pipes and bends.

DU-SLIDE conveyors

DU-SLIDE Conveyors are used to convey the material from one point to another via air. It is ideal for materials such as Fly Ash, Cement, Hydrated Lime, Alumina, Barites and Flour etc. The aeration of the material causes it to act like a fluid and gently slide along the gradual slope of the slide.

DU-SILO Fluidizer

Ducon provides material extraction systems for flat bottom and conical bottom silos for using reverse fluidized cones and open-top-slide conveyors. The centre cone is fluidized constantly whereas the radial side conveyors on silo bottom are operated sequentially for systematic extraction of material from silo.

As an EPC company, Ducon has executed multiple Dry Bulk Material Handling systems over the last One decade. Ducon is also credited with India's Largest Material Handling system in an Aluminium Smelter at Hindalco Industries Limited, Aditya Aluminium Unit, Lapanga, Orissa.

RURAL AND URBAN ELECTRIFICATION PROJECTS

In December 2014, the Ministry of Power launched the Deen Dayal Gram Jyoti Yojana (DDGJY) which subsumed RGGVY. The main object of the scheme was to ensure 100% rural electrification in a targeted manner. It also involved improving sub-transmission and distribution infrastructure in rural areas.

In 2015, the Central Government launched the Integrated Power Distribution Scheme (IPDS) with the objective to provide 24/7 power for all. One of the flagship programmes of the Ministry of Power, IPDS aims at strengthening of sub-transmission network, and also the metering, IT application, Customer care services and the completion of the ongoing works of Restructured Accelerated Power Development and completion of the Reforms Program (RAPDRP).

The new Saubhagya Scheme (Pradhan Mantri Sahaj Bijli Har Ghar Yojana) seeks to ensure universal household electrification, that is, in both rural and urban areas. Under this scheme, the identified poor households will get free electricity connections.

Ducon is executing Rural Electrification under DDGJY scheme and Urban Electrification under IPDS scheme. This is the new segment which Ducon has diversified into. The projects involve, Construction of new 33 / 11KVA sub-stations, Augmentation of 33/11KVA sub-stations, New 33 KV lines, New 11 KV lines, Metering, etc. Your company plans to expand the volume of this segment in future.

Strengths

The strengths have enabled your Company to successfully articulate its various differentiated value propositions in the markets in which it operates. The inherent strength of your Company derives from its absolute belief in sound, sustainable business practices

and an ability to continuously address the diverse needs of its customers. The strategic objective of the company is to build a sustainable organization that remains relevant to the agenda of the clients, while generating profitable growth for the investors. In order to do this, the company will apply the priorities of 'renew' and 'new' to our own business and cascade it to everything we do.

The Company provides complete solutions in its EPC segments. The strength of your Company is its core technology FGD, for which it is known and of course the EPC segment of Bulk Material Handling. With many successful installations in place, your company has the requisite expertise, dedicated group of talented Engineers and other professionals who drive its business and relationships with its business partners and manage its support functions. Having catered to the needs of the large corporates in India, your company has been receiving repeat orders over the years and expects it only to move upwards. The Company expands existing client relationships by providing them with a broad set of end-to-end service offerings and increases the size, nature and number of projects they do with them. The strategy is to engage with these clients on a regular basis.

Further, using the Lean strategies, your company has been able to identify the areas of improvements, re-design the workflows, and eliminate the unnecessary elements. The impact is seen in the operational efficiency and reflected in the financials of your company. We believe our strong brand, robust quality process and our access to skilled talent base at lower costs of providing services to places us in a unique position to take advantage of the opportunities available.

Quality

Your company continues to strive towards operational and delivery excellences with a renewed focus on the path of business excellence. Customer Satisfaction and excellence in quality are key elements for succeeding in this competitive market. Your company has a full-fledged QA / QC department headed by an Engineering professional with the rank of Assistant General Manager. Pre-defined SOPs are followed in every stage of execution of projects. In order to be able to respond quickly to the customers, your Company continues with various internal initiatives to implement result-oriented quality management models, compete effectively, improve organizational flexibility and efficiency, streamline internal processes across all its entities globally and institutionalize a culture of continuous improvement.

A strong emphasis is based on quality in every aspect of the company's activities. Several initiatives have been taken to implement result oriented quality management models. In line with this philosophy we have designed our quality management program and have defined several key parameters for measurement of quality levels to ensure improvement in the quality of the deliverables.

In order to be able to respond quickly to the customers, your Company continues with various internal initiatives to compete effectively, improve organizational flexibility and efficiency, streamline internal processes and institutionalize a culture of continuous improvement. The system comprises well defined organization structure, pre-identified authority levels and documented policy guidelines and manuals for delegation of authority.

Review of key business processes like business planning, reporting and communication has been done to make them more effective in meeting business objectives. Moving forward, your company shall continue to further strengthen its processes by adopting best-in-class standards.

Opportunities and threats

Opportunities:

Our diversification strategy continues to provide us with new growth opportunities. With our experience and expertise, we believe that we are strategically placed in our business segments. Similarly the management decision of having suitable business tie up will help us to capture maximum opportunities in the recently revived FGD segment. Looking towards the future, your Company will remain focused on agility, innovation and operational excellence. Focusing on strategic verticals and geographies will also lead to an increase in the list of potential customer base.

Threats:

Competition is the main threat to most EPC companies, considering the aggressive pricing by the new entrants, changes in technology and markets. Changes in government policy or regulations / legislation etc also brings challenges and treats to the smooth functioning of the Company. As companies recognize the critical role of technology as an enabler to their business, the number of in-house technology centers of large enterprises as well as the number of new entrants in the market increases.

Since the EPC sector is exposed to high attrition rate due to more opportunities available in market for the employee, retaining existing talent pool and attracting new talented manpower is a major risk to the Company. The Company has initiated various measures to enhance the retention of employees during the year which includes, employee engagement surveys, transparent Performance Management System, ESOP etc to maintain employee-friendly culture in the organization.

Risks and Concerns

Important factors that could influence the Company's operations include change in government regulations, tax laws, increased competition, economic and political developments. The Company's objectives and expectations may be forward looking within the meaning of applicable laws and regulations. The competition from large international and Indian companies is increasing in the domestic market space. Actual results may differ materially from those expressed.

The productive life of resources is shrinking and the regulatory requirement in the areas of Air Pollution Control is tightening, thereby increasing the level of investment needed to meet the market requirements. These, while provide huge growth opportunities to your Company, also exposes it to increased competition. In the EPC industry, the ability to execute projects, build and maintain client partnerships and to achieve forecasted operating and financial results are significantly influenced by the organization's success in hiring, training and retaining highly skilled Engineering professionals. The market continues to be highly competitive for attracting and retaining Engineering professionals & this is compounded by the ever changing constraints around talent mobility primarily on account of regulatory requirements and also the evolving value propositions for a range of clients across geographies.

Internal control systems and their adequacy

The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources.

Your Company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standards operating procedures. The Company has the robust Management Information System, which is an integral part of the control mechanism. The Company has a well-defined delegation of power with authority limits for approving revenue as well as expenditure and processing payments. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Company has made the employees responsible for establishing expectations and seeking feedback at every role that is assigned. The employees have been enabled to influence their network of peers to co-own goals. This has helped enable cross functional collaboration and interlock. Employees can give and receive help on their goals by making them public and also express their likelihood of reaching their goals. The company has put in place adequate systems of internal control commensurate with its size and the nature of its business. These systems provide a reasonable assurance in respect of financial and operational information, compliance with both applicable statutes, & corporate policies and safeguarding of the assets of the company.

Ducon Infratechnologies Limited has an audit committee, the details of which have been provided in the corporate governance report. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggest improvements to strengthen the same.

3. Dividend:

With a view to plough back the profits of the Company and keeping in mind the expansion of business activities, the Board of Directors considers it prudent and recommends not declaring any dividend for the year ended March 31, 2023.

4. Transfer of Unclaimed Dividend to Investor Education and Protection Fund:

The Provisions of Section 125 (2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. Transfer to reserves:

The Company has not transferred any amount to reserves.

6. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:

There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Directors' report. However, the following changes took place during the financial year under review:

1. The Company had converted and allotted balance 3,06,34,400 Warrants into Equity shares having face value Rs. 1/- each at an issue price of Rs. 5/- each (including a premium of Rs. 4/- each) on 1st April, 2022 to Mr. Arun Govil (DIN: 01914619), Managing Director and Promoter of the Company, on preferential basis. The object of Preferential issue was to convert the unsecured loan into Warrants convertible into Equity Shares and thereby to reduce the amount of outstanding liabilities of the Company and to increase the Equity amount of the Company. There is no deviation/variation in utilization of funds for which it was raised.
2. The Company had also issued 2,36,30,952 Equity Shares of Rs. 1/- (Rupee One) each on account of Bonus issue approved vide Board Resolution passed on 25th February, 2022 and Ordinary Resolution passed on 3rd April, 2022 through Postal Ballot in the ratio of 1:10 i.e. One Bonus Equity share for every Ten Equity shares held in the Company as on record date of 19th April, 2022.

The Company had made an application for seeking in-principal, listing and trading approvals for the above bonus issue to the National Stock Exchange of India Limited (NSE) & BSE Limited (BSE) and the Company received the in-principle approval from NSE & BSE vide letter dated 12th April, 2022; 8th April, 2022 respectively and received Listing & Trading approval on 28th April, 2022 & 21st April, 2022 from NSE & BSE respectively. Further information pertaining to Bonus Issue can be accessed on the Company's website at <https://duconinfra.co.in/investors/>

7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

8. Change in nature of Business Activity of the Company:

There was no change in the nature of business activity of the Company.

9. Details of Holding/Subsidiary/Joint Ventures/Associate Companies:

The Company has a Wholly-owned Unlisted Material Subsidiary at USA named "Ducon Combustion Equipment Inc." as on 31.03.2023. The same was incorporated on 4th December, 2017 at New York, USA with the objects to sell diversified combustion and power products.

The Policy for determining Material Subsidiaries as formulated in line with the requirements of the Act and the Listing Regulations, and the same can be accessed on the Company's website at <https://duconinfra.co.in/investors>

Pursuant to Section 129 of the Act read with Rule 5 to the Companies (Accounts) Rules, 2014, the statement containing salient features of the financials of Subsidiary Company in Form AOC - 1 is annexed herewith this Report as Annexure-I.

10. Explanation or comments on Qualifications, reservations or adverse remarks made by Auditors and the Practicing Company Secretary in their Reports:

- A. The Auditors' Report to the members on the Accounts of the Company for the financial year ended 31st March, 2023 does not contain any qualifications, reservations or adverse remarks. However, the Standalone and Consolidated Audit Report contains the following emphasis of matters:
 - i) The Company has made investments in equity shares of a private limited company aggregating to Rs. 500.00 lakhs as on March 31, 2023 reported under Investments in Non-Current Assets. The investments are to be measured at fair value in the statement of financial position as per requirements of Indian Accounting Standard 109. However, keeping in view their

long term business synergy and potential, the management has been decided to value such investments at cost for the year ended March 31, 2023.

Board's Response: The management is of the opinion, keeping in view their long term business synergy and potential, it has been decided to value such investments at cost for the year ended March 31, 2023.

- ii) The overseas sales and overseas purchases of the Company transacted during the year, are in the nature of "out and out supply" of goods which are exempted from GST as per the applicable provisions and therefore the same is not disclosed in the monthly GST returns filed by the Company, however the same is disclosed in Annual GST Return (GSTR-9 / 9C) filed by the Company.

Board's Response: The management states that it will be filing the GST Annual Returns for FY 2022-23 as per the relevant provisions of GST laws and the disclosure, if any, will be done by the Company in compliance with the said statute.

B. The Secretarial Audit Report, contains the following observation from Secretarial Auditor-

The Secretarial Auditor Report of the Company for the financial year ended 31st March, 2023 has contains following qualifications, observations or adverse remarks:

- i. The Company had received letters from National Stock Exchange of India Limited and BSE Limited on 27th April, 2022 regarding levitation of fine of Rs. 80,000/- (including GST) per exchange pertaining to Regulation 295 of SEBI (ICDR) Regulations, 2018 for delay of 4 day in completion of Bonus Issue. The Company had paid Rs. 80,000/- (plus GST) on 25th April, 2022 and 27th April, 2022. The Company has filed for waiver application to both the exchange and are awaiting for their reply.

- Clarification sought by NSE under Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Composition of Board of Directors
- Clarification sought by NSE with regards to mis-match in details of pledge holding of the Promoter provided by depositories
- Discrepancies observed by BSE that (i) Post Event holding of encumbered shares not tallying; and Promoter holding already encumbered are exceeded total holding in the disclosure under Regulation 31 of SEBI (SAST) Regulations, 2011 submitted by the listed entity.

Board Response: Management has taken accurate decision and has provided resolution to the aforesaid clarification(s) and submit the revised disclosures as required within the stipulated time frame with the Stock Exchanges viz; BSE & NSE respectively.

11. Directors and Key Managerial Personnel:

The Board of the Company is comprised of eminent persons with proven competence and integrity. Besides the experience, strong financial acumen, strategic astuteness, and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparation.

The Board composition changed during the year on account of following:

- Mr. Arun Govil (DIN-01914619), was re-appointed as Managing Directors of the Company for a further period of 3 years at the Annual General meeting held on 30th September, 2022.
- Mr. Harish Shetty (DIN: 07144684) was appointed as the Executive Whole Time Director and Chief Financial Officer of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting held on 30th September, 2022.
- Mr. Chandrasekhar Ganesan (DIN-07144708) was appointed as the Executive Whole Time Director of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting held on 30th September, 2022

- Ms. Ratna Jhaveri (DIN-07732263) was appointed as an Independent Director for a first term of 5 years at the AGM held on 29th September, 2017 and was reappointed for the second term of five years at the AGM held on 30th September, 2022.
- Mr. Maruti Deore's (DIN: 02780312), designation was changed from Non-Executive, Independent Director to Non-Executive, Non-Independent Director on 14th November, 2022.
- Ms. Reema Shah (DIN:09487913), resigned from the Post of Non-Executive, Independent Director with effect from 1st December, 2022 and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee.
- Mr. Sanjay Vasaikar (DIN:03213340) was appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 28th February, 2023 and simultaneously as a member of Audit Committee, Stakeholder and Relationship Committee and Nomination & Remuneration Committee and he resigned from the post of Additional Director (Non-Executive, Independent) of the Company with effect from 20th April, 2023 and simultaneously from the membership of Audit Committee, Stakeholder & Relationship Committee and Nomination & Remuneration Committee.
- Ms. Apeksha Agiwal (DIN: 10083559) appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 17th July, 2023 and simultaneously as a member of Audit Committee, Stakeholder and Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company.

In the opinion of the Board, all the directors, as well as the directors appointed / re-appointed during the year possess the requisite qualifications, experience and expertise and hold high standards of integrity.

The above appointments by the Board of Directors are based on the recommendation of the Nomination and Remuneration Committee. The Company has received Form DIR-8 and Form DIR-2 from above Directors, wherever required. Further, all the Directors are eligible for appointment/ re-appointment as the case may be.

Pursuant to the provisions of Section 203 of the Act, there has been no change in the key managerial personnel during the year.

12. Auditors:

Statutory Auditor: Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. Hitesh Shah & Associates, Chartered Accountants, (ICAI Firm Registration No. 107416W) had been appointed as the statutory auditors of the Company, for a term of five consecutive years, at the AGM held in the year 2022. The Companies (Amendment) Act, 2017, has waived the requirement for ratification of the appointment of auditor by the shareholders at every Annual General Meeting with effect from May 07, 2018. Hence, the approval of the members is not being sought for the re-appointment of the Auditors in line with the resolution passed for their appointment at the 13th AGM held on September 30th, 2022.

Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company. They have also confirmed that they hold a valid peer review certificate as prescribed under Listing Regulations.

Secretarial auditor: GMS & Co., Company Secretaries in Practice (ACS: 32581, CP: 11953), are appointed as Secretarial Auditor of the Company for financial year 2023-2024, as required under Section 204 of the Companies Act, 2013 and Rules thereunder.

13. Corporate Governance:

Your Company has always practiced sound corporate governance and takes necessary actions at appropriate times for meeting stakeholders' expectations while continuing to comply with the mandatory provisions of corporate governance. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report on Management Discussion and Analysis, Corporate Governance as well as the Statutory Auditors' Certificate regarding compliance of conditions of Corporate Governance forms part of the Annual Report.

14. Board policies:

The details of the policies approved and adopted by the Board as required under the Companies Act, 2013 and Securities and Exchange Board of India (SEBI) regulations are available at Company's website at <https://duconinfra.co.in/investors/>

15. Code of Conduct for Directors and Senior Management:

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. The copies of Code of Conduct as applicable to the Executive Directors (including Senior Management of the Company) and Non-Executive Directors are uploaded on the website of the Company – www.duconinfra.co.in.

16. Familiarization Program for Independent Directors:

The Company has a practice of conducting familiarization program of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

17. Particulars of the Employees:

The information as required under Section 197 of the Act and rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there-under is not applicable as none of the employees are in receipt of remuneration which exceeds the limits specified under the said rules.

18. Documents Placed on the Website:

The following documents have been placed on the website in compliance with the Act and SEBI Regulations and further details & information available at <https://duconinfra.co.in/investors/>

- Financial statements of the Company along with relevant documents.
- Details of Vigil mechanism for directors and employees to report genuine concerns as per proviso to Section 177(10).
- The terms and conditions of appointment of independent directors as per Schedule IV to the act.
- Latest Corporate Announcements
- Annual Reports
- Shareholding Pattern
- Code of Conduct
- Corporate Governance
- Nomination and Remuneration Policy
- Materiality Policy under Regulation 30 of SEBI (LODR) Regulations, 2015
- Credit Rating

19. Human Resource Management (Material developments in Human resources/Industrial Relations front, including number of people employed):

Your Company has HR policy that elaborates on each aspect of human resource management including recruitment, employee development & training, staff welfare, administration services & recreation events. The Company offers a growth environment along with monetary benefits in line with industry standards. The Company has a number of employee initiatives to attract, retain and develop talent in the organization. Your Company's core strength is its people. To bring in more business focus and total ownership, your Company's business organizational structure has been redesigned. This is expected to allow better growth and reward opportunities for talent, while simultaneously delivering better value to shareholders. Your Company encourages regular training and development program. Continuous training is imparted in advanced technologies, managerial and soft skills for the employees to enhance their skill-sets in alignment with their respective roles. The major thrust continues in the effort to bring about measurable change in training coverage and effectiveness, increasing the Leadership and Development opportunities for every staff member.

Employee Retention is a key focus area. The Company has initiated various measures to enhance the retention of employees during the year which includes, employee engagement surveys, transparent Performance Management System, and connect to maintain employee-friendly culture in the organization. Company's people centric focus providing an open work environment fostering continuous improvement and development helped several employees realize their career aspirations during the year.

Ducon has continually adopted structures that help attract best external talent and promote internal talent to higher roles and responsibilities.

20. Fixed Deposits:

Your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as on the date of the Balance Sheet.

21. Directors Responsibility Statement:

Pursuant to the provisions of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 the Directors based on the information and representations received from the operating management confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with no material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments 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 of the profit of the Company for that period;
- c. The Directors had taken proper and sufficient care, to the best of their knowledge and ability, 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 and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts on a going concern basis; and
- e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. Share Capital:

The paid up Equity Share Capital as on 31st March, 2023 is Rs. 25,99,40,469/- divided into 25,99,40,469 Equity shares of Rs.1/- each. During the year, the Authorised Share Capital of the Company has been increased from Rs. 25,00,00,000/- divided into 25,00,00,000 Equity Shares of Rs. 1/- (Rupee One) each to Rs. 30,00,00,000/- divided into 30,00,00,000 Equity Shares of Rs. 1/- (Rupee One) each vide Special Resolution passed on 3rd April, 2022 through Postal Ballot.

23. Shares:

- a. Buyback of Securities: The Company has not brought back any of the securities during the year under review.
- b. Sweat Equity: The Company has not issued any sweat equity shares during the year under review.
- c. Employee Stock Option Plan: The Company had passed Resolution for providing Stock Options to the employees of the Company through postal ballot. However the same is yet to be implemented for which necessary approvals have been taken from regulatory authorities and Exchanges.
- d. Preferential allotment & Bonus Issue made during the financial year under review:

i. Preferential Allotment:

The Company had allotted 3,06,34,400 Equity shares of face value Rs. 1/- each on 1st April, 2022 on account of conversion of Balance 3,06,34,400 Warrants allotted to Mr. Arun Govil (DIN: 01914619), Managing Director and Promoter of the Company, on preferential basis, on 1st February, 2022, by way of conversion of outstanding unsecured loan.

ii. Bonus Issue:

The Company had issued 23630952 Equity Shares of Rs. 1/- (Rupee One) each on account of Bonus issue approved vide Board Resolution passed on 25th February, 2022 and Ordinary Resolution passed on 3rd April, 2022 through Postal Ballot in the ratio of 1:10 i.e. One Bonus Equity share for every Ten Equity shares held in the Company as on record date of 19th April, 2022.

The Company had made an application for seeking in-principal, listing and trading approvals for the above bonus issue to the National Stock Exchange of India Limited (NSE) & BSE Limited (BSE) and the Company received the in-principle approval from NSE&BSE vide letter dated 12th April, 2022; 8th April, 2022 respectively and received Listing & Trading approval on 28th April, 2022 & 21st April, 2022 from NSE & BSE respectively. Further information pertaining to Bonus Issue can be accessed on the Company's website at <https://duconinfra.co.in/investors/>

24. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013, 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 its Audit, Nomination & Remuneration Committee.

25. Number of Meetings of the Board:

During the year Seven Board Meetings were held. The details of the Board and various Committee meetings are given in the Corporate Governance Report.

26. Declaration by an Independent Director(s):

A declaration has been received by an Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

27. Remuneration Policy:

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

Nomination remuneration and compensation committee policy (NRC Committee):

The NRC Committee of the Company shall be formed by the Board of Directors of the Company out of its Board members. The NRC Committee shall consist of minimum three non-executive directors out of which two shall be independent directors. The Chairperson of the Company may be appointed as a member of the NRC Committee but shall not chair the NRC Committee. The Chairman of the NRC Committee shall be an independent director. No member of the NRC Committee shall have a relationship that may interfere with his independence from management and the Company or with the exercise of his duties as a NRC committee member. The NRC Committee may invite such of the executives of the Company, as it considers appropriate (and particularly the Managing Director) to be present at the meetings of the NRC committee, but on occasions it may also meet without the presence of any executives of the Company. The Company Secretary shall act as the secretary to the NRC Committee.

28. Committees of Board:

With an objective to strengthen the governance standards and to comply with the applicable statutory provisions, the Board has constituted various committees. Details of such Committees constituted by the Board are given in the Corporate Governance Report, which forms part of this Annual Report.

29. Risk Management:

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management

process in our multi-business, multi-site operations, over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board Report.

30 Vigil Mechanism:

Your Company has established a mechanism called 'Vigil Mechanism' for Directors and employees to report the unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.duconinfra.co.in.

31. Corporate Social Responsibility:

The Company was required to spend towards CSR as per Audited figures as on 31st March, 2023 and hence the Report on CSR is attached herewith as Annexure-II.

32. Credit Rating:

Your Directors have pleasure to inform that Acuite had carried out a credit rating assessment of the Company both for short term and long term bank facilities in compliance with norms implemented by Reserve Bank of India for all banking facilities which enables the Company to access banking services at low costs. Acuite Ratings has assigned BB; Stable reaffirmed rating to our Company for Long Term Bank facilities for a total amount of Rs 57.00 Crore and Acquite A4+ reaffirmed rating has also assigned for the Short term bank facilities of the Company up to Rs. 55.00 Crore.

33. Particulars of Remuneration:

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is given under Annexure-III.

34. Internal Audit & Controls:

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

35. Extract of Annual Return:

The Annual Return as prepared under Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, is placed on website of the Company i.e., www.duconinfra.co.in.

36. Secretarial Audit Report:

Pursuant to Section 204 of the Companies Act, 2013, the Company had appointed Mr. Gaurang Shah, Practicing Company Secretary as its Secretarial Auditor to conduct the Secretarial Audit of the Company for the F.Y 2022-2023. The Company provides all the assistance and facilities to the Secretarial Auditor for conducting their audit. Report of Secretarial Auditors for the F.Y 2022-2023 in Form MR-3 is annexed to this report as Annexure-IV.

37. Particulars of Loans, Guarantees or Investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

38. Particulars of contracts or arrangements with related parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto have been disclosed in Form No. AOC-2 as Annexure-V.

39. Obligation of Company under the Sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

In order to prevent sexual harassment of women at work place, a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified. Your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year, the Company has not received any complaint of harassment.

40. Conservation of Energy, Technology Absorption, Research & Development and Foreign Exchange Earnings and Outgo:

Information pursuant to Section 134(3)(m) of the Companies Act 2013 read with Rule 8(3) the Companies (Accounts) Rules, 2014 forming part of Directors' Report for the year ended 31st March, 2023 is as under:

Conservation of Energy: The Company's operations involve low energy consumption. However efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.

Technology Absorption: The Technology available and utilized is continuously being upgraded to improve overall performance and productivity.

Research & Development: Your Company believes that research & development is a continuous process for sustained corporate excellence. Our research & development activities help us in product and service improvement, effective time management and are focused to provide unique benefits to our customers. Such methods do not involve any specific cost burden to the Company.

Foreign Exchange Earnings : Rs. Nil (previous year Nil)

Foreign Exchange Outgo : Rs. Nil (previous year Nil)

41. Maintenance of cost records:

The Company was not required to maintain cost records under Section 148 of the Companies Act, 2013.

42. Compliance with Secretarial standards:

During the year under review, your Company has complied with the applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

43. Report on frauds reported by Auditors under Section 143(12) of the Companies Act, 2013:

The Auditors have not reported any frauds as required to be mentioned under Section 143(12) of the Companies Act, 2013.

44. Details of applications, approved or pending under Insolvency and Bankruptcy Code, 2016:

The Company, in the capacity of Financial Creditor, has not filed any applications with National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016 during the financial year 2022-23 for recovery of outstanding loans against any customer being Corporate Debtor. Further, no application has been filed with National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016 against the Company for recovery of any debt during the year under review.

45. Difference in valuation done for One time settlement and valuation done while taking a loan from Banks or other financial institutions:

The above clause is not applicable as no valuation was done during the reporting period.

46. Consolidated Financial Statements:

There was no entity which became or ceased to be Subsidiary, Joint Venture or Associate Company of the Company during the financial year ended 31st March, 2023. However, Ducon Combustion Equipment Inc, Wholly Owned Subsidiary of the Company

provides fuel gas distribution services and clean technology. It is located in USA. As per the audited financial statements of Ducon Combustion Equipment Inc. for the year ended 31st March, 2023, its total income from operations and Net Profit was Rs. 8370.83 lakhs and Rs. 21.86 lakhs respectively, on consolidated basis. Pursuant to Section 129 of the Act read with Rule 5 to the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statement of Subsidiary Company in Form AOC-1 forms part of this Annual Report. The consolidated financial statements forming part of this Annual Report are prepared in compliance with the applicable Indian Accounting Standards and Listing Regulations. Pursuant to the provisions of Section 136 of the Act, this Annual Report is available on the website of the Company <https://www.ducon.co.in>.

47. Acknowledgements:

Your Directors thank the Company's Investors, Clients, Vendors, Bankers, Business and various governmental as well as regulatory agencies for their continued support and confidence in the management.

Your Directors wish to place on record their deep sense of appreciation of the dedicated and sincere services rendered by employees at all levels during the year. Your Company's consistent growth was made possible by their hard work, solidarity, cooperation and support.

**For and on behalf of the Board of Directors
Ducon Infratechnologies Limited**

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time Director & CFO
DIN: 07144684

Chandrasekhar Ganesan
Executive Whole Time Director
DIN: 07144708

Date: 28th August, 2023

Place: Thane

Registered Office

Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

CIN No: L72900MH2009PLC191412

Annexure I to the Directors' Report

FORM NO. AOC -1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Detail
1.	Name of the subsidiary	Ducon Combustion Equipment INC
2.	The date since when subsidiary was acquired	04/12/2017
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2022 to March 31, 2023
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Reporting currency – USD Exchange Rate – 81.72
5.	Share capital	Rs. 81,720
6.	Reserves & surplus	Rs. 4,03,72,553.01
7.	Total assets	Rs. 9,21,85,395.95
8.	Total Liabilities	Rs. 9,21,85,395.95
9.	Investments	Rs. NIL
10.	Turnover	Rs. 83,70,83,254
11.	Profit before taxation	Rs. 33,48,282.44
12.	Provision for taxation	Rs. 11,63,528.14
13.	Profit after taxation	Rs. 21,84,754.29
14.	Proposed Dividend	Rs. NIL
15.	Extent of shareholding (In percentage)	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - N.A.
- Names of subsidiaries which have been liquidated or sold during the year. - N.A.

Part "B": Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate****Companies and Joint Ventures: NOT APPLICABLE**

Name of associates/Joint Ventures		Name 1	Name 2	Name 3
1.	Latest audited Balance Sheet Date	-	-	-
2.	Date on which the Associate or Joint Venture was associated or Acquired	-	-	-
3.	Shares of Associate/Joint Ventures held by			
	the company on the year end	-	-	-
No.		-	-	-
	Amount of Investment in Associates/Joint Venture	-	-	-
	Extend of Holding (In percentage)	-	-	-
4.	Description of how there is significant influence	-	-	-
5.	Reason why the associate/joint venture is not consolidated	-	-	-
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	-	-	-
7.	Profit/Loss for the year			
	i. Considered in Consolidation	-	-	-
	ii. Not Considered in Consolidation	-	-	-

1. Names of associates or joint ventures which are yet to commence operations.

2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

**For and on behalf of the Board of Directors
Ducon Infratechnologies Limited**

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time Director & CFO
DIN: 07144684

Chandrasekhar Ganesan
Executive Whole Time Director
DIN: 07144708

Date: 28th August, 2023

Place: Thane

Registered Office

Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

CIN No: L72900MH2009PLC191412

**ANNEXURE - II TO THE DIRECTORS REPORT
REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2022-23**

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy or projects or programs:

The object of CSR Policy of the Company is to continue to contribute towards social welfare projects focusing on providing education, vocational training, promoting health care facilities to economically weaker and underprivileged section of the Society and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 ('the Act') and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ('the Rules'). The Company's CSR policy is available on website of the company www.duconinfra.co.in

2. The Composition of the CSR Committee:

The Corporate Social Responsibility (CSR) committee consists of Non-Executive and Executives Director with the Chairman being an Independent Director. The committee is chaired by Mr. Prakash Vaghela. The following are the members of the committee:

Name of the Director	Category
Mr. Harish Shetty	Executive Director
Mr. Chandrasekhar Ganesan	Executive Director
Mr. Prakash Vaghela	Non-Executive & Independent Director
Mr. Jinesh Shah	Non-Executive & Independent Director
*Ms. Reema Shah	Non-Executive & Independent Director
+Ms. Apeksha Agiwal	Non-Executive & Independent Director

*Ms. Reema Shah (DIN:09487913), resigned from the Post of Non-Executive, Independent Director with effect from 1st December, 2022 and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee of the Company.

+Ms. Apeksha Agiwal (DIN: 10083559) appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 17th July, 2023 and simultaneously as a member of Audit Committee, Stakeholder and Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company.

3. Average net profit of the company for last three financial years: Rs. 95.01 lacs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 1.90 lacs
5. Details of CSR spent during the financial year 2022-23.
- (a) Total amount spent in the financial year: Rs. NIL
- (b) Amount unspent, if any: Rs. 1.90 lacs
- (c) Manner in which the amount spent during the financial year is detailed below:- NOT APPLICABLE
6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report:

The Company has an unspent amount of Rs. 1.90 lacs for the financial year ended on 31st March, 2023 towards CSR as per the provisions of Companies Act, 2013.

Reason: The Company has an unspent amount of CSR as per the provisions of Companies Act, 2013. Due to Covid-19 pandemic, the Company could not achieve the desired profit/result/could not carry out its business activities at the desired level during the Financial 2021-22 and due to which the Company decided not to spend for Corporate Social Responsibility expenditure during the Financial year 2022-23 and thereby to keep adequate provision for the near future of the Company. However, the Company has total un-spent amount of Rs. 31.00 Lakhs/- till date.

7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy will be in compliance with CSR objectives and policy of the Company.

**For and on behalf of the Board of Directors
Ducon Infratechnologies Limited**

**Arun Govil
Managing Director
DIN: 01914619**

**Prakash Vaghela
Chairman CSR Committee
DIN: 07768595**

Date: 28th August, 2023

Place: Thane

Registered Office

Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

CIN No: L72900MH2009PLC191412

ANNEXURE III TO THE DIRECTORS' REPORTS

PARTICULARS OF REMUNERATION

(1) The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is follows:-

- (a) **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;**

Executive Directors	Ratio to Median Remuneration
Arun Govil	32.00
Harish Shetty	376.66
Chandrasekhar Ganesan	329.28

- (b) **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;**

Name of Person	% Increase in remuneration
Arun Govil	0
Harish Shetty	66.16
Chandrasekhar Ganesan	0

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

The median remuneration of employees of the Company during the Financial Year was Rs. 7.49 lakhs and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

Note: Percentage in bracket represents negative percentage.

- (d) **The number of permanent employees on the rolls of company: 61**
- (e) **The explanation on the relationship between average increase in remuneration and company performance:**

There was no major change in the remuneration during the year. This is due to contraction in the business and implementation of cost control measures. In order to ensure that remuneration reflects company performance, the performance pay is linked to organization performance.

- (f) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

Particulars	(Rs. in Lakhs)
Remuneration of Key Managerial Personnel (KMP) during financial year 2022-2023 (aggregated)	84.096
Revenue from operations	31,188.59
Remuneration (as % of revenue)	0.26
Profit before tax (PBT)	531.03
Remuneration (as % of PBT)	15.84

- (g) **variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:**

Particulars	Unit	As at	As at	Variation %
		31 st March, 2023	31 st March, 2022	
Closing rate of share at BSE	₹	5.81	21.50	270.2%
Closing rate of share at NSE	₹	5.55	21.25	269.6%
EPS(consolidated)	₹	0.16	0.22	40%
Market capitalization	₹/Lakhs			
BSE		15102.514	44,220.15	192.8%
NSE		14426.67	43,705.96	202.97%
Price Earnings Ratio	Ratio			
BSE		36.31	430	1085%
NSE		34.68	425	1140%

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

There was not an average increase in salaries of employees other than managerial personnel in 2022-2023. Percentage increase in the managerial remuneration for the year was NIL.

- (i) **Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:**

Particulars	Managing Director	Chief Financial Officer	Company Secretary
	Rs. /Lac	Rs./Lac	Rs./Lac
Remuneration	2.40	43	14
Revenue from operations	31,188.59	31,188.59	31,188.59
Remuneration (as % of revenue)	0.007	0.13	0.04
Profit before Tax (PBT)	531.03	531.03	531.03
Remuneration (as % of PBT)	0.452	8.09	2.6

- (j) **The key parameters for any variable component of remuneration availed by the directors: No Variable Component in the Remuneration availed by Directors**
- (k) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable.**
- (l) **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the company.

(2) The statement to the board's report shall include a statement showing the name of every employee of the Company:

Who-

if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakhs rupees: **Not Applicable to the Company**

if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month: **Not Applicable to the Company**

if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: **Not Applicable to the Company.**

**For and on behalf of the Board of Directors
Ducon Infratechnologies Limited**

**Arun Govil
Managing Director
DIN: 01914619**

**Harish Shetty
Executive Whole Time Director & CFO
DIN: 07144684**

**Chandrasekhar Ganesan
Executive Whole Time Director
DIN: 07144708**

Date: 28th August, 2023

Place: Thane

Registered Office

Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

CIN No: L72900MH2009PLC191412

Annexure IV to the Directors' Reports**Form No. MR-3**

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

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

To,
The Members,
DUCON INFRA TECHNOLOGIES LIMITED
CIN: L72900MH2009PLC191412
Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DUCON INFRA TECHNOLOGIES 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 the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information and representation pertaining to compliance 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 31st March, 2023 generally complied with the statutory provisions listed hereunder and based on the management representation, 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, minutes book, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 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; wherever applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act1):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- Not applicable as the Company has not issued any ESOP shares during the financial year under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable as the Company has not issued any debt securities;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client- Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agents during the financial year under review;
 - (g) The Securities and exchange Board of India (Delisting of Equity shares) Regulations, 2009 – Not Applicable as the company has not delisted or propose to delist its equity shares from any stock exchange/s during the financial year under review;

(h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018- Not applicable as the Company has not bought back/propose to buy back any of its securities during the financial year under review;

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards (SS - 1 & SS - 2) issued by the Institute of Company Secretaries of India and as amended from time to time.
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

(vi) As informed by the Company, no industry specific Acts, Rules are applicable to the Company.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to me, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above subject to the following observation:

1. Non-Compliance under Regulation 295 of SEBI (ICDR) Regulations, 2018 w.r.t. the letters received from National Stock Exchange of India Limited and BSE Limited on 27th April, 2023 by the Company regarding levitation of fine of Rs. 80,000/- (including GST) per exchange for delay of 4 day in completion of Bonus Issue. The Company had paid Rs. 80000 (plus GST) on 25th April, 2022 and 27th April, 2022. The Company has filed for waiver application to both the exchange and are awaiting their reply. The Company has also given confirmation to the stock exchange that such type of non-compliance will not occur in future
2. During the Financial year under review following clarifications were sought by Stock Exchanges:
 - Clarification sought by NSE under Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Composition of Board of Directors
 - Clarification sought by NSE with regards to mis-match in details of pledge holding provided by depositories of the Promoter
 - Discrepancies observed by BSE that
 - (i) Post Event holding of encumbered shares not tallying; and
 - (ii) Promoter holding already encumbered are exceeded total holding in the disclosure under Regulation 31 of SEBI (SAST) Regulations, 2011 submitted by the Listed entity.

And the listed entity & management has taken appropriate decision, provided resolution and submitted necessary information, documents before the concerned Stock Exchanges within the stipulated timeframe in relation to the aforesaid clarifications.

The Company has an unspent amount of CSR as per the provisions of Companies Act, 2013. Due to Covid-19 pandemic, the Company could not achieve the desired profit/result/could not carry out its business activities at the desired level during the Financial 2021-22 and due to which the Company decided not to spent for Corporate Social Responsibility expenditure during the Financial year 2022-23 and thereby to keep adequate provision for the near future of the Company. However, the Company has total un-spent amount of Rs. 31.00 Lakhs/- till date.

A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Decisions at the Board Meetings, as represented by the management were taken unanimously.

I further report that as represented by the Company and relied upon by me, there are reasonably adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed, the Company has reasonably responded to notices for demands, claims, penalties etc. levied by various statutory regulatory authorities and initiated actions for corrective measures, wherever necessary. There was no prosecution initiated and no fines paid except fine amount paid as mentioned above.

I further report that during the audit period, there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above except the following:

1. The Company had converted and allotted balance Warrants of 3,06,34,400 into Equity shares having face value Rs. 1/- each at an issue price of Rs. 5/- each (including a premium of Rs. 4/- each) on 1st April, 2022 to Mr. Arun Govil (DIN: 01914619), Managing Director and Promoter of the Company, on preferential basis by way of conversion of outstanding unsecured loan.
2. The Company had issued 2,36,30,952 Equity Shares of Rs. 1/- (Rupee One) each on account of Bonus issue approved vide Board Resolution passed on 25th February, 2022 and Ordinary Resolution passed on 3rd April, 2022 through Postal Ballot in the ratio of 1:10 i.e. One Bonus Equity share for every Ten Equity shares held in the Company as on record date of 19th April, 2022. The Company had complied with in-principal, listing and trading approvals from BSE Ltd. And National Stock Exchange of India Ltd.

This report is to be read with our letter of even date which is annexed as Annexure IV and forms an integral part of this report.

Gaurang Shah
Practicing Company Secretary
ACS No: 32581
C P No.: 11953
UDIN: A032581E000853940
Peer Review No. : PRB/1562

Date: 24th August, 2023

Place: Thane

To,

The Members,

DUCON INFRA TECHNOLOGIES LIMITED

CIN: L72900MH2009PLC191412

Ducon House, Plot No. A/4,

Road No. 1, MIDC,

Wagle Industrial Estate,

Thane-400604.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records 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. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whenever required, we have obtained Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Gaurang Shah
Practicing Company Secretary
ACS No: 32581
C P No.: 11953
UDIN: A032581E000853940
Peer Review No. : PRB/1562

Date: 24th August, 2023

Place: Thane

**ANNEXURE – V TO THE DIRECTORS REPORT
FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2023, which were not at arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis:

There were no material contracts or arrangements or transactions at arm's length basis for the year ended 31st March, 2023.

**For and on behalf of the Board of Directors
Ducon Infratechnologies Limited**

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time Director & CFO
DIN: 07144684

Chandrasekhar Ganesan
Executive Whole Time Director
DIN: 07144708

Place: Thane

Date: 28th August, 2023

Registered Office:

Ducon House, Plot No. A/4, Road No. 1,
MIDC, Wagle Industrial Estate,
Thane - 400604

CIN No: L72900MH2009PLC191412

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2023.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on corporate governance is to conduct its business in a manner, which is ethical and transparent with all stakeholders in the Company, including shareholders, vendors, creditors and employees. The Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance and has consistently endeavoured to practice good Corporate Governance.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance of Ducon Infratechnologies Limited ('the Company'/'DIL'/'Ducon').

During the financial year under review, adequate monitoring systems were followed to safeguard against major risk and to ensure implementation of policies and procedures in order to fulfill the Company's social, legal and ethical responsibilities.

Ducon firmly believes that all its operations and actions must serve the underlying goal of long term value creation for its shareholders and its investors. The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. The Company in its approach to adopt the best possible practices of Corporate Governance and keeping adherence to the latest rules and regulations prescribed by various regulatory authorities, has taken all the necessary steps to stay in line with the continuously progressing governance demands.

2. BOARD OF DIRECTORS

Ducon Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

The Board of your Company comprises highly experienced persons of repute, eminence and has a good and diverse mix of Executive and Non-Executive Directors with majority of the Board members comprising Independent Directors including Independent Women Directors. The Board composition is in conformity with the applicable provisions of Companies Act, 2013 (the Act) and Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time. As on date of this Annual Report, the Board consists of Eight Directors comprising three Executive Directors, five Non- Executive Independent Directors including one female director & one Non-Executive Non - Independent Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board as part of its succession planning exercise, periodically reviews its composition to ensure that the same is closely aligned with the strategy and long- term needs of the Company.

BOARD MEETING AND PROCEDURES

The detailed Agenda, setting out the business to be transacted at the Meeting(s), is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s) and in case of Board Meeting convened at shorter notice, decisions taken at such Board Meeting was circulated to all the Directors and the same was ratified by the Independent Director.

In some instances, documents are tabled at the meetings and the presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings. The information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration. The Directors are also provided the facility of video conferencing/any other audio visual means to enable them to participate effectively in the Meeting(s), as and when required.

Seven Board Meetings were held during the year 2022-2023. The Board Meetings were held through Video Conferencing mode or other audio/visual modes:

The dates on which the Board Meetings were held are as follows:

April 05, 2022, May 30, 2022, August 09, 2022, September 06, 2022, November 14, 2022, January 23, 2023 & February 28, 2023.

One Circular Resolution dated 1st December, 2022 was passed in the matter of resignation of Ms. Reema Shah (DIN: 09487913), from the post of Non-Executive, Independent Director and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee with effect from 1st December, 2022.

The maximum gap between any two meetings was not more than one hundred and twenty days. As mandated by proviso under Regulation 17A (1) of the Listing Regulations as of March 31, 2023, none of the Independent Directors of the Company served as an Independent Director in more than seven listed entities and as per Regulation 26 of Listing Regulations none of Directors is a member of more than ten Committees or acting as Chairperson of more than five Committees across all listed companies in which he/she is a Director. None of the Directors on the Board holds directorships in more than ten public companies. The necessary disclosures regarding Committee positions have been made by the Directors. None of the Directors are related to each other.

Role of Board of Directors

The Board exercises its duties with care, skill and diligence and exercises independent judgment. It sets strategic goals and seeks accountability for their fulfillment. The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction of the Company. As trustees, the Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and societal expectations.

The Independent Directors have made disclosures confirming that there are no material, financial and/or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large except the following:

The Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

The Non-Executive Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations and decisions of the Board.

The Directors of the Company are provided with well-structured and comprehensive agenda papers in advance. All material information is incorporated in the Agenda for facilitating meaningful and focused discussion in the meeting. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meeting.

Change in the Board

Mr. Harish Shetty (DIN: 07144684) was appointed as the Executive Whole Time Director and Chief financial Officer of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

Mr. Chandrasekhar Ganesan (DIN-07144708) was appointed as the Executive Whole Time Director of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

Ms. Ratna Jhaveri (DIN-07732263) was appointed as an Independent Director for a first term of 5 years at the AGM held on 29th September, 2017 and was reappointed for the second term of five years at the AGM held on 30th September, 2022.

Mr. Maruti Deore's (DIN: 02780312) designation was changed from Non-Executive, Independent Director to Non-Executive, Non-Independent Director on 14th November, 2022.

Ms. Reema Shah (DIN:09487913), had resigned from the Post of Non-Executive, Independent Director and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee with effect from 1st December, 2022.

Mr. Sanjay Vasaikar (DIN:03213340) was appointed as an Additional Director (Non-Executive, Independent) of the Company and simultaneously as a member of Audit Committee, Stakeholder and Relationship Committee and Nomination & Remuneration Committee of the Company with effect from 28th February, 2023; and on 20th April, 2023 he resigned from the Post of Additional Director (Non-Executive, Independent) of the Company and simultaneously from the membership of Audit Committee, Stakeholder & Relationship Committee and Nomination & Remuneration Committee of the Company.

The Board on the basis of recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Apeksha Agiwal (DIN: 10083559) as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 17th July, 2023 and simultaneously as a member of Audit Committee, Stakeholder and Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company.

As per the provisions of Regulation 17 of Listing Regulations, approval of Shareholders, for appointment of Director on the Board shall be taken either at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. The proposals seeking approval of the Shareholders for appointment of Ms. Apeksha Agiwal forms a part of the Notice in this Annual Report.

Composition and category

The following table gives details of composition of the Board of Directors as on March 31, 2023 and also the number of other Board of Directors of which they are a member/Chairman are as under:

Name of Director	Category of Directorship	Attendance at last AGM	No. of Board Meetings Attended	No. of other Directorships in other listed Companies	Membership of other board Committees in Audit / Stakeholders Relationship Committee	Chairmanships in Audit / Stakeholders Relationship Committee	Category of directorship and Names of other listed entities where person is a director
& Mr. Arun Govil DIN: 01914619	Managing Director	Yes	5	0	0	0	Nil
#Mr. Harish Shetty DIN: 07144684	Executive Director	Yes	7	0	0	0	Nil
\$ Mr. Chandrasekhar Ganesan DIN: 07144708	Executive Director	Yes	7	0	0	0	Nil
%Ms. Ratna Jhaveri DIN:07732263	Non- Executive & Independent Director	No	4	0	2	0	Nil
~Mr. Prakash Vaghela DIN: 07768595	Non- Executive & Independent Director	Yes	6	4	6	1	Non-Executive Independent Director (i) SVP Global Ventures Limited (ii) Diligent Media Corporation Limited (iii) National Standard (India) Limited (iv) Roselabs Finance Limited
€Mr. Jinesh Shah DIN: 08847375	Non- Executive & Independent Director	Yes	7	2	4	0	Non-Executive Independent Director (i) SVP Global Ventures Limited (ii) Santhanagar Enterprises Limited
@ Mr.Maruti Deore DIN: 02780312	Non- Executive & Non Independent Director	Yes	6	0	0	0	Nil
*Ms.Reema Shah DIN: 09487913	Non- Executive & Independent	Yes	5	0	0	0	Nil
^Mr. Sanjay Vasaikar DIN: 03213340	Non-Executive & Independent Director	Yes	0	0	0	0	Nil

& Mr. Arun Govil (DIN-01914619), was re-appointed as Managing Directors of the Company for a further period of 3 years at the Annual General meeting held on 30th September, 2022.

#Mr. Harish Shetty (DIN: 07144684) was appointed as the Executive Whole Time Director and Chief Financial Officer of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

\$Mr. Chandrasekhar Ganesan (DIN-07144708) was appointed as the Executive Whole Time Director of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

%Ms. Ratna Jhaveri (DIN-07732263) was appointed as an Independent Director for a first term of 5 years at the AGM held on 29th September, 2017 and was reappointed for the second term of five years at the AGM held on 30th September, 2022.

@On 14th November, 2022, Mr. Maruti Deore's (DIN: 02780312) designation was changed from Non-Executive, Independent Director to Non-Executive, Non-Independent Director.

*Ms. Reema Shah (DIN:09487913) had resigned from the Post of Non-Executive, Independent Director with effect from 1st December, 2022 and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee.

^Mr. Sanjay Vasaikar (DIN:03213340) was appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 28th February, 2023 and simultaneously as a member of Audit Committee; Stakeholder and Relationship Committee and Nomination & Remuneration Committee of the Company and he resigned from the post of Additional Director (Non-Executive, Independent) of the Company with effect from 20th April, 2023 and simultaneously from the membership of Audit; Stakeholder & Relationship and Nomination & Remuneration Committees of the Company due to prior work commitments & pre occupations only and he confirmed that there were no other material reasons for his resignations other than those provided in the resignation letter.

Notes-

- The above details of Directorship and Membership include the details of other Listed Companies.
- The details of Membership/Chairmanship include the details of only Audit and Stakeholder Committee.
- The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within the respective limits prescribed under the Act and the Listing Regulations.
- The above details exclude the details of Foreign Companies and Section 8 Companies.
- All the Non-Executive Directors are Independent Directors except Mr. Maruti Deore, who is Non-Executive, Non-Independent Director.
- None of the Directors of the Company have any inter-se relationship amongst them.
- Mr. Maruti Deore (DIN: 02780312), the Non-Executive Non-Independent Director of the Company hold 5,64,802 Equity shares of the Company.
- None of the Directors of the Company have any pecuniary relationship with the Company, except to the extent of receipt of remuneration/sitting fees paid and Equity shares held by any Director of the Company.

Particulars of Director seeking appointment/re-appointment at the Annual general meeting have been given in the annexure to the Notice.

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, expertise, experience and knowledge for its continued effectiveness and serving the Company's governance and strategic needs. The Directors possess necessary experience, skills and ability relevant to the Company's business and affairs.

Pursuant to Regulation 34(3) read with Schedule V Part (C) (2) (h) of Listing Regulations the Board of Directors has identified the following requisite skills/expertise and competencies for the effective functioning of the Company which are currently available with the Board.

Name of Director	Skills/Expertise/Competence of Directors						
	Leadership knowledge of Engineering Company	Strategic & Business Planing	Goveranance, Ethics & Business Planing	Audit & Risk Management	Sustainability	Human Resources	Information Technology Knowledge
Mr. Arun Govil	✓	✓	✓	✓	✓	✓	✓
Mr. Harish Shetty	✓	✓	✓	✓	✓	✓	✓
Mr. Chandrasekhar Ganesan	✓	✓	✓	✓	✓	✓	✓
Mr. Prakash Vaghela	✓	✓	✓	✓	✓	✓	✓
Mr. Jinesh Shah	✓	✓	✓	✓	✓	✓	✓
Ms. Ratna Jhaveri	-	-	✓	✓	✓	-	✓
Mr. Maruti Deore	✓	✓	✓	✓	✓	✓	✓
Ms. Reema Shah	-	✓	✓	✓	✓	-	✓
Mr. Sanjay Vasaikar	-	✓	✓	✓	✓	-	✓

The brief profiles of Directors are also available on the website of the Company <https://duconinfra.co.in/>

Pursuant to Clause C(2)(l) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board all the Independent Directors fulfill the conditions as specified in the Listing Regulations and are independent of the management.

The Board Committees play a crucial role in the Governance Structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations, which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as part of good governance practices. The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the Meeting of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the Meeting, as appropriate.

3. AUDIT COMMITTEE

The Company complies with the provisions of Section 177 of the Companies Act, 2013, as well as with the provisions of Regulation 18 read with Part C of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the Audit Committee and its functioning. As on 31st March, 2023, the Audit Committee comprised of Mr. Prakash Vaghela, Mr. Jinesh Shah, Ms. Ratna Jhaveri, Mr. Sanjay Vasaikar & Mr. Harish Shetty and Mr. Darshit Parikh, Company Secretary of the Company acted as a Secretary to the Audit Committee. Ms. Reema Shah was the Chairperson of the Committee. However, after Resignation of Ms. Reema Shah on 1st December, 2022, the Committee was chaired by Mr. Prakash Vaghela.

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

The Audit Committee met Six times during the financial year 2022-2023 on the following date:

May 30, 2022, August 09, 2022, September 06, 2022, November 14, 2022, January 23, 2023 & March 20, 2023.

The maximum gap between any two meetings was not more than one hundred and twenty days The necessary quorum was present for all the meetings.

The details of attendance of members of the Audit Committee are given as under:

Name of the Director	Category of the Directors	No of Meetings Held	No. of Meetings attended
*Ms. Reema Shah	Non-Executive & Independent Director	6	4
%Ms. Ratna Jhaveri	Non-Executive & Independent Director	6	6
#Mr. Harish Shetty	Executive Director	6	6
~Mr. Prakash Vaghela	Non-Executive & Independent Director	6	6
€Mr. Jinesh Shah	Non-Executive & Independent Director	6	6
^Mr. Sanjay Vasaikar	Non-Executive & Independent Director (Additional Director)	6	1

The Company has an Internal Audit Department which is headed by a qualified Chartered Accountant, who is responsible for conducting independent Internal Audit. The Internal Auditor reports directly to the Audit Committee of the Board.

The terms of reference of the Audit Committee are as follows:

- Recommending the appointment and removal of statutory auditor, fixation of terms of appointment, audit fees and also approval for payment for any other services.
- Reviewing with management the quarterly / annual financial statements before submission to the Board focusing primarily on the following:

- ♦ Any change in accounting policies and practices.
 - ♦ Any change in accounting policies and practices.
 - ♦ Compliance with accounting standards.
 - ♦ Major accounting entries based on exercise of judgement by management.
 - ♦ Matters required to be included in the Director's Responsibility Statement.
 - ♦ Significant adjustment arising out of audit.
 - ♦ Qualification in draft audit report.
- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity of a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity of a failure of internal control systems of a material nature and reporting the matter to the Board.
 - To ensure proper disclosure in the Quarterly, Half yearly and Annual Financial Statements and Auditors Report thereon.
 - To review the functioning of the Whistle Blower Mechanism.
 - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 - Scrutiny of inter-corporate loans and investments.
 - Discussion with statutory auditors before the audit commences, nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
 - Any related party transaction, i.e., transaction of the management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of Company at large.
 - Approval or any subsequent modification of transactions of the Company with related parties and granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm's length basis and to review and approve such transactions.
 - Reviewing with the management, statutory and internal auditors, the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditors any significant findings and follow up thereon.
 - Valuation of undertakings or assets of the Company, wherever it is necessary.
 - Evaluation of internal financial controls and risk management systems. Reviewing the Company's financial and risk management policies.
 - Approval of appointment of CFO (i.e., the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experiences background etc. of the candidate.
 - Review and monitor the Auditor's independence, performance and effectiveness of audit process.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration committee consists of Non-Executive Directors with the Chairman being Mr. Prakash Vaghela, an Independent Director. The other members of Committee are Mr. Jinesh Shah, Ms. Reema Shah, Mr. Sanjay Vasaikar and Ms. Ratna Jhaveri. The Nomination and Remuneration committee met four times during the year.

The details of attendance of Members of Nomination and Remuneration in respect of Nomination and Remuneration Committee meetings are as under:

Name of the Director	Category	No. of Meetings attended
~Mr. Prakash Vaghela	Non-Executive & Independent Director	4
%Ms. Ratna Jhaveri	Non-Executive & Independent Director	4
€Mr. Jinesh Shah	Non-Executive & Independent Director	4
*Ms. Reema Shah	Non-Executive & Independent Director	2
^Mr. Sanjay Vasaikar	Non-Executive & Independent Director (Additional Director)	NA

The terms of reference of Nomination & Remuneration Committee are as follows:

The Nomination and Remuneration committee of the Company is constituted in line with the provisions of Regulation 19 with Part D of the Schedule II of SEBI Listing Regulations, read with Section 178 of the Act.

- To review the performance of the Chairman and Managing Director and the Directors after considering the Company's performance and to review overall compensation policy, service agreements, performance incentive and other employment conditions of Executive Director(s).
- To approve the annual Remuneration of the Directors and Employees of the Company.
- Recommend to the Board the setup and composition of the Board and its committees.
- To review overall compensation policy, service agreements, performance incentive and other employment conditions of Executive Director(s).
- Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- Oversee familiarization programs for Directors.

The terms of reference of the NRC, is uploaded on the Company's website at <https://duconinfra.co.in/wp-content/uploads/2022/08/Nomination-Remuneration-Policy.pdf>

Remuneration Policy

The Remuneration of the Executive Director is decided by the Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-a-vis the industry performance, track record of the Executive Directors.

Remuneration of employees largely consists of basic remuneration and performance incentives. The Company while deciding the remuneration package takes into consideration the employment scenario, remuneration package of the industry and the remuneration package of other Industries. The annual variable pay of Senior Managers is linked to the performance of the Company and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives. The details of Remuneration paid to Executive Directors are as follows:

Sr. No.	Name of the Director	Remuneration (Rs. in Lacs)	Total (Rs. in Lacs)
1	Mr. Arun Govil	2.40	2.40
2	Mr. Harish Shetty	43.00	43.00
3	Mr. Chandrasekhar Ganesan	24.69	24.69

The Company has not issued any Stock options to the Directors (Executive Directors and Non-Executive Directors which includes Independent Directors). Independent Directors of the Company have disclosed their holdings in Equity Shares or convertible instruments of the Company. There has been no pecuniary relationship or transactions between the Company and Independent Directors of the Company except to the extent of receipt of remuneration/sitting fees paid and Equity shares, if any, held by any Directors of the Company.

CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The criteria and manner for evaluation of performance of Independent Directors provide certain parameters like board composition & quality, commitment to the Company's vision, level of participation at Board/Committee Meeting, level of engagement and contribution, Independence of judgment, understanding duties, responsibilities, qualifications, disqualifications and liabilities as an independent director, up-to-date knowledge / information pertaining to business of the Company in which the Company is engaged in, implementation of good corporate governance practices. enhancing long term shareholders' value, professional approach, openness to ideas, providing guidance and counsel to senior management in strategic matters and rendering independent and unbiased opinion at the meetings etc., monitoring the Company's internal controls & review compliance Reports on applicable laws, regulations and guidelines.

The Board completed the performance evaluation of directors as per requirement of law. The Independent directors fulfilled the requirement of independence as laid down in the Act and Listing Regulations and are independent of management.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The stakeholders relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178(5) of the Companies Act, 2013.

The Stakeholder Relationship Committee was chaired by Ms. Reema Shah. The other Members of the Committee are Mr. Chandrasekhar Ganesan, Ms. Ratna Jhaveri, Mr. Prakash Vaghela, Mr. Sanjay Vasaikar and Mr. Jinesh Shah. However after Resignation of Ms. Reema Shah on 1st December, 2022, the Committee is chaired by Mr. Prakash Vaghela. Mr. Darshit Parikh, Company Secretary of the Company is the Compliance Officer of the Company. The Stakeholder & Relationship committee met five times during the year. The details of the meetings attended by the Directors are given below:

Name of the Director	Category	No. of Meetings attended
*Ms. Reema Shah	Non-Executive & Independent Director	3
\$Mr. Chandrasekhar Ganesan	Executive Director	5
~Mr. Prakash Vaghela	Non-Executive & Independent Director	5
€Mr. Jinesh Shah	Non-Executive & Independent Director	5
%Ms. Ratna Jhaveri	Non-Executive & Independent Director	5
^Mr. Sanjay Vasaikar	Non-Executive & Independent Director (Additional Director)	1

The Committee meets at frequent intervals, to approve inter-alia, transfer/transmission of Equity shares, non-receipt of annual Report, attending to complaints of investors routed by SEBI/Stock Exchanges and reviews the status of investors grievances and redressed mechanism and recommend measures to improve the level of investor services. Details of share transfer/transmission approved by the committee are placed at the Board meetings from time to time.

The Terms of Reference of Stakeholder & Relationship Committee are as follows:

- To oversee and review redressal of shareholder and investor grievances, on matters relating to issue, transfer/transmission of securities, non-receipt of annual report, non-receipt of dividends/interests.
- To review the measures taken for effective exercise of voting rights by shareholders.
- To review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar Share Transfer Agent.
- To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- To issue duplicate share/debenture certificate(s) reported lost, defaced or destroyed as per the laid down procedure and to resolve the grievances of security holders of the Company, if any.
- Attending to complaints of security holders routed by SEBI(SCORES)/Stock Exchanges/RBI or any other Regulatory Authorities.
- Taking decision on waiver of requirement of obtaining the Succession Certificate/Probate of Will on case to case basis within the parameters set out by the Board of Directors.
- To monitor transfer of the amounts/shares transferable to Investor Education and Protection Fund.
- To list the securities of the Company on Stock Exchanges.
- Any other matters that can facilitate better investor services and relations.

During the financial year under review, Twenty Three (23) investor complaints/queries were received and were duly resolved; No complaints were received through SEBI Complaints Redress System (SCORES). The Company receives several requests and queries, either directly or through its RTA, such as issue of duplicate share certificates, dematerialization of shares, queries on growth of the Company, business order updates, general business related, request for soft and physical copy of Annual Reports of the Company and such requests are addressed and resolved within the prescribed timelines, subject to completion of required formalities by the

shareholders. Bigshare Services Private Limited, registrar and share transfer agent of the Company attends to all the grievances of the stakeholders.

There are no grievances of stakeholders remaining unattended / unresolved and every effort is made at all levels to immediately redress stakeholders' grievances without delay.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee has been constituted in line with the provisions of Section 135 of the Act.

The Corporate Social Responsibility (CSR) committee consists of Non-Executive Directors and being chaired by Mr. Prakash Vaghela. The members of Committee are Ms. Reema Shah, Mr. Jinesh Shah, Mr. Harish Shetty and Mr. Chandrasekhar Ganesan. The committee met once during the year.

Name of the Director	Category	No. of Meetings attended
~Mr. Prakash Vaghela	Non-Executive & Independent Director	1
*Ms. Reema Shah	Non-Executive & Independent Director	1
#Mr. Harish Shetty	Executive Director	1
\$Mr. Chandrasekhar Ganesan	Executive Director	1
€Mr. Jinesh Shah	Non-Executive & Independent Director	1

7. RISK MANAGEMENT COMMITTEE

The risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. Business Risk Evaluation and Management is an ongoing process within the Organization.

The Risk Management committee consists of Non-Executive Directors with the Chairman being an Independent Director. The members of Committee are Ms. Ratna Jhaveri, Mr. Prakash Vaghela, Mr. Jinesh Shah and Ms. Reema Shah. The committee is chaired by Ms. Reema Shah. However after Resignation of Ms. Reema Shah on 1st December, 2022, the Committee is chaired by Ms. Ratna Jhaveri

The Terms of Reference of Risk Management Committee are as follows:

- Oversight of risk management performed by the executive management;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.
- Such other matters as may be delegated by Board from time to time.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

8. ALLOTMENT COMMITTEE

An Allotment Committee met twice during the year under review for issue and allotment of shares pursuant to conversion of warrants into Equity shares and to allot shares pursuant to Bonus issue approved vide Special Resolution through Postal ballot dated 3rd April, 2022. The Chairman of the Committee is Mr. Harish Shetty, Executive Whole-Time Director & Chief Financial Officer of the Company and the members of the Committee are Ms. Ratna Jhaveri and Mr. Chandrasekhar Ganesan. The number of meetings attended by the Committee members during the year ended 31st March, 2023 are given below:

Name of the Director	Category	No. of Meetings attended
#Mr. Harish Shetty	Executive Director	2
\$Mr. Chandrasekhar Ganesan	Executive Director	2
%Ms. Ratna Jhaveri	Non-Executive & Independent Director	2

The Terms of reference of Allotment Committee are as follows:

- To approve the terms of Shares, units, debentures and all types of permitted securities through preferential issue, private placement, rights issue, qualified institutional placements
- To approve issue, subscription, allotment of shares, units, debentures and all types of permitted securities to eligible investors and/or identified investors
- To approve opening of issue, terms of issue, floor price, issue price, application form, offer document/ placement document including its addendum/ corrigendum and all the matters related thereto;
- To authorize officers, agents, consultants, banks, advisors or any related person to submit, file, resubmit, modify, sign, execute, process all types of documents and information including but not limited to application, letters, clarifications, undertaking, certification, declaration to obtain all the necessary approvals, consents, permits, license, registration from government, regulatory, semi-government, statutory and private authorities, institutions, bodies, organizations including but not limited to RBI, SEBI, Stock Exchange, depositories;
- To authorize officers, agents, consultants, banks, advisors or any related person to do all such acts, deeds and matters as may be incidental or considered necessary for giving effect to the aforesaid resolution.

Note:

& Mr. Arun Govil (DIN-01914619), was re-appointed as Managing Directors of the Company for a further period of 3 years at the Annual General meeting held on 30th September, 2022.

#Mr. Harish Shetty (DIN: 07144684) was appointed as the Executive Whole-Time director and Chief Financial Officer of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022

\$Mr. Chandrasekhar Ganesan (DIN-07144708) was appointed as the Executive Whole-Time director of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

%Ms. Ratna Jhaveri (DIN-07732263) was reappointed for the second term of five years at the AGM held on 30th September, 2022.

@Mr. Maruti Deore (DIN: 02780312) designation was changed from Non-Executive, Independent Director to Non-Executive, Non-Independent Director on 14th November, 2022.

*Ms. Reema Shah (DIN:09487913), resigned from the Post of Non-Executive, Independent Director with effect from 1st December, 2022 and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee

^Mr. Sanjay Vasaikar (DIN:03213340) was appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 28th February, 2023 and simultaneously as a member of Audit Committee; Stakeholder and Relationship Committee and Nomination & Remuneration Committee of the Company and he resigned from the post of Additional Director (Non-Executive, Independent) of the Company with effect from 20th April, 2023 and simultaneously from the membership of Audit Committee; Stakeholder & Relationship Committee and Nomination & Remuneration Committee of the Company.

+Ms. Apeksha Agiwal (DIN: 10083559) was appointed as an Additional Director (Non-Executive, Independent) of the Company and simultaneously as a member of Audit Committee; Stakeholder and Relationship Committee; Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company w.e.f. 17th July, 2023.

9. INDEPENDENT DIRECTORS MEETING

During the year under review, as required under Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Independent Directors met on 29th March, 2023, inter alia to discuss:

- Evaluation of performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

10. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

The Independent directors of DIL are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

Independent Directors are appointed as per policy of the Company, with management expertise and wide range of experience. The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one- to-one meetings.

The new Board members are also requested to access the necessary documents/brochures, Annual Reports and internal policies available at our website <https://duconinfra.co.in/> to enable them to familiarize with the Company's procedures and practices.

Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent Directors. Their presence on the Board has been advantageous and fruitful in taking Business decisions.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company has put in place a system to familiarize its Independent Directors about the Company, its financial products, the industry and business model of the Company and its subsidiary. Pursuant to Regulation 46 of Listing Regulations the details of Familiarization Programme is uploaded on the Company's website i.e. <https://duconinfra.co.in/>

11. POLICY FOR REMUNERATION OF NON - EXECUTIVE DIRECTORS

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees as detailed hereunder:

- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

Sitting fees

For the year 2022-2023, the Company paid sitting fees of Rs. 2.40 Lacs to its Non-Executive Directors for attending meetings of the Board and Meeting of Committees of the Board.

The details of sitting fees and any other payment (if any) made to Non-Executive Directors for the year 2022-2023 are as under:

(Rs. In Lacs)

Sr. No.	Name of the Director	Sitting Fees for attending Meeting	Salary & Perquisites	Commission	Total
1	% Ms. Ratna Jhaveri	0.60	-	-	0.60
2	~Mr. Prakash Vaghela	0.60	-	-	0.60
3	€Mr. Jinesh Shah	0.60	-	-	0.60
4	*Ms. Reema Shah	0.40	-	-	0.40
5	^Mr. Sanjay Vasaikar	-	-	-	-

12. REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report has been submitted to the Stock Exchanges where the Companies equity shares are listed in the requisite format duly signed by the Compliance Officer.

13. CYBER SECURITY

In view of increased cyber attack scenarios, the cyber security maturity is reviewed as and when required and the processes, technology controls are being enhanced in-line with the threat scenarios. Your Company's technology environment is enabled with real time security monitoring with requisite controls at various layers starting from end user machines to network, application and the data.

14. GENERAL BODY MEETINGS

The last Three Annual General Meetings of the Company were held as under:-

***13th AGM:** September 30th, 2022 through Video Conferencing and Other audio visual modes

Number of Special Resolutions passed: 7

1. Re-appointment of Mr. Arun Govil (DIN:01914619) as a Managing Director of the Company.
2. Re-appointment of Ms. Ratna Jhaveri (DIN:07732263), as Non-Executive Independent Director of the Company.
3. Further raising of funds through Investment in Equity Shares / Preference Shares / Issue of Foreign Currency Convertible Bonds and unsecured/ secured redeemable Non-Convertible/Convertible Debentures along with or without warrants.
4. Approval for waiver of recovery of excess managerial remuneration paid to Mr. Harish Shetty (DIN-07144684), Executive Director and Chief Financial Officer of the Company for Financial Year ended 31st March, 2020 and 31st March, 2021.
5. Approval for waiver of recovery of excess managerial remuneration paid to Mr. Chandrasekhar Ganesan (DIN-07144708), Executive Director of the Company for Financial Year ended 31st March, 2020 and 31st March, 2021.
6. Appointment of Mr. Harish Shetty (DIN: 07144684) as Whole-Time Director and Chief Financial Officer of the Company.
7. Appointment of Mr. Chandrasekhar Ganesan (DIN: 07144708) as Whole-Time Director of the Company.

***12th AGM:** September 17th, 2021 through Video Conferencing and other Audio Visual Mode

Number of Special Resolutions passed: NIL

The following Resolutions were passed through Postal Ballot (Remote E-voting) on 3rd April, 2022

Date of Postal Ballot Notice	Resolution Passed	Approval Date	Scrutinizer	Link for Postal Ballot Notice and Results
25 th February, 2022	<ol style="list-style-type: none"> 1. Approval for Issue of Bonus Shares (Ordinary Resolution); 2. Increase in Authorised Share Capital of the Company and consequent changes Memorandum of Association of the Company (Special Resolution); 3. Appointment of Mr. Maruti Deore (DIN: 02780312) as an Independent Director of the Company for a period of 5 years (Special Resolution); 4. Appointment of Ms. Reema Shah (DIN: 09487913) as an Independent Director of the Company for a period of 5 years (Special Resolution) 	3 rd April, 2022	Ms. Shruti Shah (FCS-8852), Practising Company Secretary, Mumbai.	https://duconinfra.co.in/wp-content/uploads/2022/03/ducon-postal-ballot-notice.pdf https://duconinfra.co.in/wp-content/uploads/2022/04/voting-results-and-scrutinizers-repoort.pdf

Procedure for Postal Ballot	Details of Ordinary resolution proposed to be transacted through Postal Ballot
The Postal Ballot was carried out as per the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time and applicable regulations of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015	None of the business proposed to be transacted at the ensuing Annual General Meeting required passing of Ordinary/Special Resolution through Postal Ballot

***11th AGM:** September 30th, 2020 through Video Conferencing and other Audio Visual Mode

Number of Special Resolutions: 5

1. Alteration of Main object Clause of the Company
2. Alteration of Articles of Association of the Company
3. Issuance of Equity shares to Mr. Arun Govil, Promoter and Director, on preferential basis
4. Issuance of Warrants Convertible into Equity Shares to Mr. Arun Govil, Promoter and Director on Preferential basis
5. Conversion of Loan into Equity Shares

*Note- As per the direction of BSE Limited and National Stock Exchange of India Limited, the Company had obtained shareholders approval again in respect of resolution item no. 3 to 5 as stated above through postal ballot on 26th December, 2020.

Details of Special Resolutions passed through postal ballot (Remote E-voting) on 26th December, 2020:

Date of Postal Ballot Notice	Resolution Passed	Approval Date	Scrutinizer	Link for Postal Ballot Notice and Results
14 th November, 2020	<ol style="list-style-type: none"> 1. Increase in Authorised Share Capital of the Company and consequent changes Memorandum of Association of the Company (Special Resolution); 2. Issue of Equity Shares on Preferential basis to Mr. Arun Govil (DIN-01914619), Managing Director and Promoter of the Company, on conversion of existing unsecured loan, in supersession of Special Resolution passed at the Annual General Meeting held on 30th September, 2020; 3. Issue of Warrants convertible into Equity Shares on Preferential basis to Mr. Arun Govil ((DIN-01914619), Managing Director and Promoter of the Company, on conversion of existing unsecured loan, in supersession of Special Resolution passed at the Annual General Meeting held on 30th September, 2020; 4. Issue of Equity Shares on Preferential basis to Mr. Atul Kumar, falling under public category, on conversion of existing unsecured loan, in supersession of Special Resolution passed at the Annual General Meeting held on 30th September, 2020 	26 th December, 2020	Ms. Shruti Shah (FCS-8852), Practising Company Secretary, Mumbai.	https://duconinfra.co.in/wp-content/uploads/2020/11/postal-ballot-notice-2020.pdf https://duconinfra.co.in/wp-content/uploads/2021/01/Ducon-Scrutiniser-Report.pdf

Procedure for Postal Ballot	Details of Ordinary resolution proposed to be transacted through Postal Ballot
The Postal Ballot was carried out as per the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time and applicable regulations of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015	None of the business proposed to be transacted at the ensuing Annual General Meeting required passing of Special Resolution through Postal Ballot

15. CODE OF CONDUCT

The Board of Directors has laid down Code of conduct for all Board Members and Senior Management of the Company. The copies of Code of Conduct as applicable to the Executive Directors (including Senior Management of the Company) and Non-Executive Directors are uploaded on the website of the Company - <https://duconinfra.co.in/> The Annual Report of the Company contains a certificate by the Chief Executive Officer and Managing Director, on the compliance declarations received from the members of the Board and Senior Management.

16. SHARE CAPITAL AUDIT

The Share Capital Audit as required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 read with SEBI Circular No. D&CC/FITTC/Cir-I 6/2002 dated December 31st, 2002, a Qualified Practicing Company Secretary carries out Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and to the Board of Directors.

17. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

Pursuant to Section 177 of the Companies Act, 2013 and under Regulation 22 of SEBI Listing Regulations, the Company has adopted Vigil Mechanism (Whistle Blower Policy) for the directors and employees of the Company to deal with instances of fraud and mismanagement, unethical behaviour, violation of code of conduct and personnel policies of the Company, if any and to ensure that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of Audit Committee for the same. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

18. DISCLOSURES

a) Related Party Transactions:

There are no material related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company at <https://duconinfra.co.in/wp-content/uploads/2022/08/Policy-on-Related-Party-Transactions.pdf>

None of the Directors have any pecuniary relationships or transactions vis-a-vis the Company save and except the payment of sitting fees to Independent Directors. The details of the transactions with Related Party are provided in the notes to the Financial Statements.

b) Disclosure of Accounting Treatment:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act,

2013. The financial statements have been prepared on accrual basis under the historic cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. Disclosures on transactions with related parties, as required under the Indian Accounting Standard 24, have been incorporated in the Notes to the Accounts. The statement of RPTs is placed before the Audit Committee and the Board on quarterly basis. Omnibus approval was obtained for the transactions of repetitive nature.

c) Management Discussion and Analysis Report:

The Management Discussion and Analysis Report have been provided in the Directors' Report to the Shareholders.

d) Details of non-compliance by the Company, penalties, restrictions imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years as on March 31, 2023:

i. The Company had received letters from National Stock Exchange of India Limited and BSE Limited on 27th April, 2022 regarding levitation of fine of Rs. 80,000/- (including GST) per exchange pertaining to Regulation 295 of SEBI (ICDR) Regulations, 2018 for delay of 4 day in completion of Bonus Issue. The Company had paid Rs. 80000(plus GST) on 25th April, 2022 and 27th April, 2022. The Company has filed for waiver application to both the exchange and are awaiting for their reply.

ii. The Company had received letters from National Stock Exchange of India Limited and BSE Limited on 21st February, 2022 regarding levitation of fine of Rs. 3,54,000/- (including GST) per exchange pertaining to Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for Composition of Board of Directors. The Company had reverted and filed a waiver application with both the Exchanges admitting the error of inadvertently choosing the Category of Mr. Maruti Deore (DIN:02780312) as the "Non-Independent, Executive" instead of "Independent, Non-Executive Director", however Company had received waiver approval letter from National Stock Exchange of India Limited.

iii. The Company had received penalty notice from National Stock Exchange of India Limited (NSE) and BSE Limited on 15th February, 2021, for non-compliance with the provisions of Regulation 17(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Non Compliance of Board Meeting quorum requirement for the quarter ended December 2020. The Company had paid Fine of Rs. 11,800/- each at NSE and BSE on 18th February, 2021 and 24th February, 2021 respectively.

e) A qualified Practicing Company Secretary carried out a Reconciliation of Share Capital Audit, the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

f) The Company has established a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. No person has been denied access to the Chairman of the Audit Committee. The Vigil Mechanism as per Regulation 22 of Listing Regulations ensures standards of professionalism, honesty, integrity and ethical behaviour.

g) The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the Listing Regulations. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Managing Director & CFO. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also uploaded on the Company's website at the web link https://duconinfra.co.in/wp-content/uploads/2016/08/Code-of-conduct-2015_DTL.pdf

h) Terms of Appointment of Independent Directors

Terms and conditions of appointment of Independent Directors are available on the Company's website at the web link <https://duconinfra.co.in/wp-content/uploads/2016/08/Independent-Directors-TC.pdf>

i) Shareholders

The Company has sent Annual Report through email to those Shareholders who have registered their email ids with Depository Participant/Company/RTA.

j) The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15th, 2018 is not required to be given.

k) Auditors' certificate on corporate governance

As required by Schedule V of the Listing Regulations, the Auditors' certificate on corporate governance is enclosed as an Annexure to the Corporate Governance Report.

l) Subsidiary Monitoring Framework

The Company has material unlisted subsidiary company i.e. Ducon Combustion Equipment Inc. at USA as defined in Regulation 24 (1) of Listing Regulations. As required under Regulation 16(1)(c) and 24 of the Listing Regulations, the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web <https://duconinfra.co.in/wp-content/uploads/2022/03/Materiality-Policy.pdf>

The Company nominates its representatives on the Board of subsidiary companies and monitors performance of such companies, inter alia, by reviewing:

- i. Financial statements, investments, inter-corporate loans/advances made by the unlisted subsidiary companies, statement containing all significant transactions and arrangements entered by the unlisted subsidiary companies forming part of the financials.
- ii. Minutes of the meetings of the unlisted subsidiary companies, if any, are placed before the Company's Board regularly.
- iii. Providing necessary guarantees, letter of comfort and other support for their day-to-day operations from time-to-time.
- iv. Ducon Combustion Equipment Inc. was incorporated on 4th December, 2017 in United States of America. Salbora & Associates Certified Public Accountants are appointed as Auditor and they conduct the audit as per the applicable laws in USA.

m) Details of compliance with Mandatory requirements and adoption of non-mandatory requirements:

- i. The Company has complied with all the applicable mandatory requirements of the Listing Regulations.
- ii. The Company has not adopted the non-mandatory requirement as specified in the Listing Regulation

n) The Company had made Preferential Allotment during the year by conversion of 30634400 Warrants out of balance 30634400 Warrants allotted on 1st April, 2022 on preferential basis. Following are the preferential allotment entries and details:

Allotment of 30634400 Equity Shares on 1st April, 2022 on conversion of balance 30634400 Warrants of Rs. 1/- (Rupee One Only) each issued at Rs. 5/- (Rupees Five Only) each to Mr. Arun Govil, Managing Director and Promoter of the Company, out of 59634400 Warrants allotted to him on 1st February, 2021 on preferential basis.

The object of Preferential issue was to convert the unsecured loan into Equity Shares and Warrants convertible into Equity Shares and thereby to reduce the amount of outstanding liabilities of the Company and to increase the Equity amount of the Company. There is no deviation/variation in utilization of funds for which it was raised.

- o) No equity shares were suspended from trading during the Financial Year 2022-23.
- p) The Company has not issued any outstanding Global Depository Receipts or American Depository Receipts, Warrants or any convertible instruments during the Financial Year 2022-2023.
- q) A Certificate received from Mr. Gaurang Shah, Practicing Company Secretary, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company as on 31st March, 2023 by the Board/Ministry of Corporate Affairs or any such Statutory Authority.
- r) In the financial year 2022-23, the board has accepted all recommendations of its Committees.
- s) The details of total fees for all services paid by the Company to M/s. Hitesh Shah & Associates (Firm Registration No. 103716W) the statutory auditor and all entities in the network firm/ network entity of which the statutory auditors is a part, are as follows:

Sr. No.	Particulars	Amount (Rs. Lakhs)
1	Statutory Audit Fees	Rs 22.00
2	Tax Audit Fees	Rs 3.00
3	Others	Rs 0.00
	Total	Rs 25.00

- t) The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.
- u) The Company has complied with all the requirement of Corporate Governance report as contained in Clause C(2) to (10) of Schedule V read with Regulation 34(3) of Listing Regulations.
- v) The Company has adopted Policy on Determination of Materiality under Regulation 30 of SEBI Listing Regulations, which is disclosed on the Company's website <https://duconinfra.co.in/>
- w) Discretionary Requirements
 - i. The auditors' report on financial statements of the Company are unqualified.
 - ii. The Company has adopted policy on Archival and Preservation and Documents which is disclosed on Company's website <https://duconinfra.co.in/>
- x) Mandatory KYC requirements for physical holding In suppression of SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P / CIR/2021/687 dated December 14, 2021, vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, SEBI has mandated furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature and Nomination by holders of securities in physical format to the RTA at the earliest. Subject to these circulars, unless until required documents are submitted by shareholders holding shares in physical format, RTAs are not allowed to process any requests.

A separate communication was sent to the respective shareholders in this regard in the month of May 2023. The sample communication and relevant forms can be downloaded from the website of the Company (<https://duconinfra.co.in/wp-content/uploads/2023/06/Letter-To-Shareholders-For-Updating-Their-PAN-KYC-Details-And-Nomination-Details.pdf>) & RTA as well. (<https://www.bigshareonline.com/>). Hence, all concerned shareholders are requested to take necessary actions at the earliest.

19. POLICY FOR PROHIBITION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has adopted Prohibition of Insider Trading Code and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Board of Directors are complying with the disclosure provisions in true letter and spirit and have duly complied with requirements of the Regulation in the Financial year 2022-2023

20. CEO & CFO CERTIFICATION

In terms of Listing Regulations, the certification by the Managing Director and the Chief Financial Officer is annexed to this Annual Report.

21. COMPLIANCE ON CORPORATE GOVERNANCE

The quarterly compliance report had been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format duly signed by the Compliance Officer. Pursuant to Regulation 17 to 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the Listing Agreement, the Auditor's Certificate in compliance on conditions of Corporate Governance is published in the Annual Report.

22. MEANS OF COMMUNICATION

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they were approved by the Board. These are widely published in English newspapers and local language newspapers. After adoptions by the Board of Directors in their Board Meeting the financial results, official news releases were posted on the Company's website: www.duconinfra.co.in. The Management Discussion and Analysis Report is a part of the Annual Report for the year. The annual report will be dispatched in electronic form to shareholders, who have provided their email id.

Our Company does online filing with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) through web based application: NEAPS (NSE Electronic Application Processing System) and BSE Listing Centre.

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations including material information having a bearing on the performance / operations of the Company or other price sensitive information.

The Board of Directors has approved a policy for determining materiality of events and making disclosures to Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

23.1 Annual General Meeting:

- Date and Time 30th September, 2023 at 5.30 p.m. (IST)
- Venue The Company is conducting the meeting through VC / OAVM pursuant to the MCA Circular No 11/2022 dated December 28th, 2022 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking appointment/reappointment at this AGM are given in the Annexure to the Notice of this AGM.

23.2 Financial Calendar: April' 22 – March '23

23.3 Calendar of financial year ended 31st March, 2023:

The Company follows April-March as the Financial Year. The meetings of Board of Directors for approval of quarterly financial results during the Financial Year 2022-23 were held on the following dates:

First Quarter Results	9 th August, 2022
Second Quarter and Half yearly Results	14 th November, 2022
Third Quarter Results	23 rd January, 2023
Fourth Quarter and Annual Results	30 th May, 2023

23.4 Tentative Calendar of financial year ended 31st March, 2024:

The Company follows April-March as the Financial Year. The meetings of Board of Directors for approval of quarterly financial results during the Financial Year 2023-24 were held on the following dates:

First Quarter Results	10 th August, 2023
Second Quarter and Half yearly Results	14 th November, 2023
Third Quarter Results	14 th February, 2024
Fourth Quarter and Annual Results	30 th May, 2024

23.5 Book Closure Date as mentioned in the Notice of this AGM

23.6 Dividend Payment Date: N.A.

23.7 (a) Listing of Equity Shares on Stock Exchanges at:

Name	Code Nos.
The BSE Ltd., Mumbai 25th Floor, P.J. Towers, Dalai Street, Mumbai 400 001	534674
National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (East), Mumbai 400 051	DUCON

(b) Listing of Global Depository Receipts N.A.

(c) Demat ISIN numbers in NSDL&CDSL INE741L01018

(d) Annual listing fees for the year 2022-2023 have been duly paid to all the above Stock Exchanges.

Corporate Identification Number (CIN)L72900MH2009PLC191412

23.8 Stock Market Data:

	Bombay Stock Exchange (BSE) (in Rs.)			National Stock Exchange (NSE) (in Rs.)		
	Month's high price	Month's low price	Volume (No. of shares)	Month's high price	Month's low price	Volume (No. of shares)
April-2022	31.45	20.75	69525085	31.6	21.00	8868534
May-2022	26.45	19.5	28529671	26.5	19.5	4265147
June-2022	25.45	16.5	26886660	25.5	16.45	9944489
July-2022	21.4	14.00	43016462	21.6	14.3	22050539
Aug-2022	15.74	13.03	11929732	15.8	13.25	4713845
Sep-2022	17.51	13.05	26960253	17.4	13.1	21671318
Oct-2022	15.9	12.7	9868378	16.35	11.1	7564260
Nov-2022	14.9	10.65	22440060	14.95	10.5	22953963
Dec-2022	12.97	9.62	28369860	12.9	9.4	14298973
Jan-2023	16.5	9.7	94557674	16.45	9.85	62140710
Feb-2023	10.72	7.85	11633955	10.65	7.8	131849
Mar-2023	8.78	5.07	20897277	8.8	5.05	14146178



BSE Price Chart



NSE Price Chart

23.9 Registrar and transfer Agents: Bigshare Services Pvt. Ltd.

SEBI Regn. No. INR 00001385 1st Floor Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059 Tel: 022 - 62638200/206, Fax: 022 - 62638299 Email id- info@bigshareonline.com Website- bigshareonline.com

23.10 Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

23.11 Distribution of Shareholding as on March 31, 2023:

No. of Equity Shares	No. of Folios	% of Total	Total Holding in Rupees	% of Total
1-5000	44990	94.4672	26998720	10.3865
5001-10000	1349	2.8325	9833652	3.7830
10001-20000	712	1.4950	10025303	3.8568
20001-30000	223	0.4682	5554204	2.1367
30001-40000	104	0.2184	3627873	1.3957
40001-50000	70	0.1470	3155823	1.2141
50001-100000	115	0.2415	7862831	3.0249
100001-9999999999	62	0.1302	192882063	74.2024
Total	47625	100.0000	259940469	100.0000

23.12 Shareholding of Directors

Sr.No.	Name of Directors	No. of Shares	Percentage (%)
1.	Mr. Arun Govil	156584665	60.23
2.	Mr. Harish Shetty	Nil	Nil
3.	Mr. Chandrasekhar Ganesan	Nil	Nil
4.	Ms. Ratna Jhaveri	Nil	Nil
5.	Mr. Prakash Vaghela	Nil	Nil
6.	Mr. Jinesh Shah	Nil	Nil
7.	Mr. Maruti Deore	564802	0.22
8.	Ms. Reema Shah	Nil	Nil
9.	Mr. Sanajy Vasaikar	Nil	Nil

23.13 Dematerialization of Shares as on 31st March, 2023:

Total No. of shares	Shares in physical form	Percentage %	Share in demat form	Percentage %
25,99,40,469	3,22,609	0.12%	25,96,17,860	99.87%

23.14 Categories of Shareholders as on 31st March, 2023:

Categories	No. of shares held	Percentage of Share Holding
Clearing Members	418925	0.16
Corporate Bodies	3341260	1.29
Foreign Portfolio Investor	0	0.00
Foreign Promoters	156584665	60.24
Corporate Bodies NBFC	4125	0.00
NRIs	2001909	0.77
Non Nationalised Banks	330	0.00
Partnership Firms	200	0.00
Trusts	550	0.00
Public	97588505	37.54

23.15 Capital of the Company as on 31st March, 2023:

The authorised share capital of the Company and paid up capital of the Company are Rs. 30,00,00,000 and Rs. 25,99,40,469 respectively.

Changes in Capital during the year under review:

1. Please note that the authorised Share Capital of the Company has been increased from Rs. 25,00,00,000 to Rs. 30,00,00,000 pursuant to Special resolution passed through Postal ballot passed on 3rd April, 2022.
2. The paid up share capital of the Company increased from Rs. 20,56,75,117 to Rs. 25,99,40,469 because of the following actions:
 - I. Allotment of 3,06,34,400 Equity Shares on 1st April, 2022 on conversion of balance 3,06,34,400 Warrants of Rs. 1/- (Rupee One Only) each issued at Rs. 5/- (Rupees Five Only) each to Mr. Arun Govil, Managing Director and Promoter of the Company, out of 5,96,34,400 Warrants allotted to him on 1st February, 2021 on preferential basis.
 - II. The Company declared and allotted 2,36,30,952 Bonus Shares at a ratio of 1:10 i.e. One Share for every Ten shares held in the Company to shareholders who held the said shares as on the Record date – 19th April, 2022 pursuant to Ordinary Resolution passed through Postal ballot passed on 3rd April, 2022.

23.16 Outstanding GDRs/ADRs : N.A.

23.17 Company Secretary & Compliance Officer: Mr. Darshit Parikh

23.18 Address for investor Correspondence: Bigshare Services Pvt. Ltd.

SEBI Regn. No. INR 000013851st Floor, Bharat Tin Works Bldg, Opp. Vasant Oasis, Makwana Road Marol, Andheri East Mumbai-400059 Tel: 022-62638200/206 Fax: 022-62638299

Ducon Infratechnologies Ltd.

CIN: L72900MH2009PLC191412

Ducon House, Plot No. A/4, Road No. 1, MIDC, Wagle Industrial Estate, Thane-400604

Email: cs@duconinfra.co.in

Cont No. 022-41122114/15

- 23.19** List of all credit ratings obtained by the entity alongwith any revisions during the relevant financial year for all debt instruments or any fixed deposit programme or any scheme or proposal involving any mobilisation of funds in India or abroad –BB; Stable reaffirmed rating to our Company for Long Term Bank facilities for a total amount of Rs 57.00 Crore and Acquite A4+ reaffirmed rating has also assigned for the Short term bank facilities of the Company up to Rs. 55.00 Crore. from Acquite Research and Ratings Limited

23.20 Plant Location: Not Applicable

23.21 Corporate Ethics:

The consistent endeavor of Ducon Infratechnologies Limited is to enhance the reputation of the Company and irrespective of the goals to be achieved, the means are as important as the end. The Company has adopted "the Code of Conduct for prevention of Insider Trading" which contains policies prohibiting insider trading. As per SEBI / Stock Exchanges Guidelines, the Company has also promulgated Code of Conduct to be followed by Directors and Management.

MD & CFO Certificate under Regulation 33 (2) (a) SEBI (LODR) Regulation, 2015

To,
The Board of Directors,
Ducon Infratechnologies Limited
A/4, Ducon House, MIDC Wagle
Industrial Estate, Road No. 1,
Thane (West), Mumbai, 400604

In compliance with Regulation 17 (8) read with Schedule II Part B of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015, We hereby certify that:

- A. We have reviewed, Audited Financial Result of Ducon Infratechnologies Ltd. for the year ended on 31st March, 2023 and to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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 our knowledge and belief, no transaction entered into by the listed entity's during the year ended on 31st March, 2023 which are fraudulent, illegal or violates of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and they 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:
- That there are no significant changes in internal control over financial reporting during the Financial year;
 - That there are no significant changes in accounting policies during the Financial year; that the same have been disclosed in the notes to the financial results; and
 - That no instances of significant fraud of which they have become aware and the 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.

For Ducon Infratechnologies Ltd.

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time Director and CFO
DIN: 07144684

Place: Thane
Dated: 30th May, 2023



COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Ducon Infratechnologies Ltd.

Ducon House, Plot No. A/4, Road No. 1, MIDC,

Wagle Industrial Estate, Thane - 400604.

We have examined the compliance of the conditions of Corporate Governance by Ducon Infratechnologies Limited for the year ended 31st March, 2023 as per Regulations 17-27, clauses (b) to (i) of Regulations 46(2) and paragraphs C, D and E of Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2023.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

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

For M/s. Hitesh Shah & Associates
Firm Regn. No. : 103716W
Chartered Accountants

Hitesh Shah
Partner
Membership No: 040999
UDIN: 23040999BGWUWY9469

Place: Mumbai

Dated: 25th August, 2023

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company- www.duconinfra.co.in

As per Regulation 17(5) and Regulation 26(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the financial year ended 31st March, 2023.

For Ducon Infratechnologies Ltd.

Harish Shetty
Executive Whole Time Director and CFO
DIN: 07144684

Place: Thane

Dated: 30th May, 2023

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)

To,

The Members

Ducon Infratechnologies Limited

Ducon House, Plot No. A/4, Road No. 1, MIDC,

Wagle Industrial Estate, Thane-400604.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Ducon Infratechnologies Limited** having **CIN L72900MH2009PLC191412** and having registered office at Ducon House, Plot No. A/4, Road No. 1, MIDC, Wagle Industrial Estate, Thane-400604 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status on MCA Portal i.e. www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2023, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority/ies.

Sr. No.	Name of Director	DIN	Date of Initial Appointment In Company	Date of Cessation
1	Mr. Arun Govil	01914619	29.09.2015	-
2	Mr. Harish Shetty	07144684	20.01.2016	-
3	Mr. Chandrasekhar Ganesan	07144708	20.01.2016	-
4	Ms. Ratna Jhaveri	07732263	14.02.2017	-
5	Mr. Prakash Vaghela	07768595	12.02.2021	-
6	Mr. Jinesh Shah	08847375	12.02.2021	-
7	Mr. Maruti Deore	02780312	02.11.2021	-
8	Ms. Reema Shah	09487913	01.02.2022	01.12.2022
9	Mr. Sanjay Vasaikar	03213340	28.02.2023	20.04.2023

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

For GMS & Co.
Practising Company Secretary

Gaurang Shah
ACS No: 32581
CP No: 11953
UDIN: A032581E000804869
PEER Review No: PRB/1562

Place: Thane

Date: 24th August, 2023

INDEPENDENT AUDITOR'S REPORT

To,
The Members of Ducon Infratechnologies Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of DuconInfratechnologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the statement of Profit and Loss, statement of Changes in Equity and the statement of Cash Flows 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 financial statements, give the information required by the Companies Act, 2013 in the manner so required, and give a true and fair view, in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements as per the ICAI's Code of Ethics and the provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters

- i) The Company has made investments in equity shares of a private limited company aggregating to Rs. 500.00 lakhs as on March 31, 2023 reported under Investments in Non-Current Assets. The investments are to be measured at fair value in the statement of financial position as per requirements of Indian Accounting Standard 109. However, keeping in view their long term business synergy and potential, the management has been decided to value such investments at cost for the year ended March 31, 2023.
- ii) The overseas sales and overseas purchases of the Company transacted during the year, are in the nature of "out and out supply" of goods which are exempted from GST as per the applicable provisions and therefore the same is not disclosed in the monthly GST returns filed by the Company, however the same is disclosed in Annual GST Return (GSTR-9/9C) filed by the Company.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- 1) Evaluation of uncertain tax liabilities (Contingent Liabilities). Refer Note No.22.1 forming part of financial statements. Considering its probable impact on profit / loss, we have considered this as Key Audit Matter.

We have performed following substantive audit procedures:-

- (a) Obtained details of completed tax assessments and demands up to the year ended March 31, 2023 from management.
- (b) We performed our internal procedures to analyse the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes.
- (c) We also legal precedence, referred to various case laws and other rulings in evaluating management's position on these uncertain tax litigations.

- (d) Additionally, we considered the impact of latest information in respect of uncertain tax positions as on March 31, 2023 to evaluate whether any change was required to management's position on these uncertainties.

Information other than the Standalone Financials Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report including Annexures to Directors' Report and Secretarial Audit Report, but does not include the financial statements and our auditor's report thereon. The Directors Report and Secretarial Audit Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Directors Report and Secretarial Audit Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and make disclosures and take specific actions as per applicable laws and regulations, if required.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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 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)(l) of the Companies Act, 2013, 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 purpose 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, the Statement of Changes in Equity and the Cash Flow Statement 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
 - (g) 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 financial statements – Refer Note 22.1 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.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (1) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries : and
(2) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
(3) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

**For Hitesh Shah & Associates
Chartered Accountants
Firm Registration No:- 103716W**

**Hitesh Shah, Partner
Membership No: 040999
Mumbai
May 30, 2023
UDIN : 23040999BGWUUQ5985**

“Annexure A” forming part of Independent Auditor’s Report

The Annexure referred to in our Independent Auditor’s Report of even date to the members of the Company on the financial statements for the year ended March 31, 2023, we report that:

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i) (a) 1. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 2. The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanation given to us, the fixed assets have been physically verified by the management at the end of the year and the discrepancies noticed on such verification have been properly dealt with in the books of accounts.
- (c) There are no immovable properties held in the name of the Company, therefore this clause of the Order is not applicable to the Company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) There are no proceedings initiated or are pending against the company for holding any benami property under the prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder.
- ii) (a) The Company is not having any inventory at any time during the year; Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from banks on the basis of security of current assets of the company. The quarterly returns / statements filed by the company with such banks differ mainly because the overseas debtors which are not eligible for calculating drawing power are not included in the book debts statement submitted to the bank. The details of the same are as under:-

Quarter ending	Value as per books of accounts	Value as per quarterly return/ statement filed with lenders	Difference	Reasons for differences
June 30, 2022	28,789.53	16,864.24	11,925.29	The Overseas Debtors (out and out sales debtors) are not included in the quarterly books debts statement submitted to the bank as the outstanding balance of overseas debtors are not eligible for Drawing Power as per the terms of sanction with the banks.
September 30, 2022	26,738.77	16,105.73	10,633.04	
December 31, 2022	29,408.00	16,332.50	13,075.50	
March 31, 2023	23,773.37	17,322.31	6,451.06	

- ii) During the current financial year, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties; hence the Clause 3 (iii) of the Order are not applicable to the Company.
- iii) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Companies Act, wherever applicable, in respect of loans, investments, guarantees and security.
- iv) The Company has not accepted any deposit and hence directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other provisions of Companies Act, 2013 and Rules framed thereunder reporting under clause 3(v) of the Order is not applicable.
- v) The Central Government has not prescribed the maintenance of cost records under sub- section (1) of section 148 of the Act for any of the activities of the Company; hence the Clause (vi) of paragraph 3 of the Order are not applicable to the Company.
- vi) (a) In our opinion, the Company has been irregular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us, there are outstanding undisputed statutory dues as on March 31, 2023 for a period of more than six months from the date they became payable as per the online Income tax portal of the Company, the details of which are as follows:

Nature of Statutory Dues	Assessment Year	Amount In Rs
Income Tax	2017-2018	10.22 Lakhs (excluding interest and penalty thereon)
Income Tax	2018-2019	148.01 Lakhs (excluding interest and penalty thereon)
Income Tax	2019-2020	250 Lakhs (excluding interest and penalty thereon)
Income Tax	2020-2021	35.40 Lakhs (excluding interest and penalty thereon)

- b) (b) According to information and explanation given to us, there are no disputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, GST and other statutory dues which have not been deposited on account of dispute except as stated below :-

(₹ in lakhs)

Particulars	Period to which the amount relates	Forum where the dispute is pending	Amount
Income Tax	F.Y. 2013-14	Assessing Officer	0.42
Income Tax	F.Y. 2020-21	Assessing Officer	4.13
VAT	F.Y. 2013-14	JCT Appeals	23.18

- viii) According to the information and explanations given to us, the company has not surrendered or disclosed any transaction, previously unrecorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, the requirement to report on clause 3(viii) of the order is not applicable to the company.
- ix) (a) According to the information and explanations given to us and as per the books and records examined by us, in our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender including the loans and interest which are repayable on demand.
- (b) According to the information and explanations given to us and the records of the Company examined by us including representation received from the management, the Company has not been declared wilful defaulter by any bank, financial institution or other lenders or government or any government authority.
- (c) The company has taken term loans during the year and the term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, prima facie, no funds raised on short-term basis have been used for long term purposes by the Company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. Further the company does not have any associate or joint venture.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary. Further the company does not have any associate or joint venture.
- x) (a) According to the information and explanations given to us and as per the books and records examined by us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments). Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and as per the books and records examined by us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3 (x) (b) of the Order is not applicable to the Company

- xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
(c) As auditor, we did not receive any whistle blower policy compliant during the year.
- xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company; hence Clause (xii) of paragraph 3 of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act.
(b) There are no unspent amounts and ongoing projects in the Company, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.
- xxi) There are no qualifications or adverse remarks reported by the auditor of the Subsidiary Company, therefore the clause (xxi) of the Order is not applicable.

**For Hitesh Shah & Associates
Chartered Accountants
Firm Registration No:- 103716W**

**Hitesh Shah, Partner
Membership No: 040999
Mumbai
May 30, 2023
UDIN : 23040999BGWUUQ5985**

“Annexure B” forming part of Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of Ducon Infratechnologies Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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. 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 Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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.

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 Standalone Financial Statements, whether due to fraud or error.

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

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 Standalone 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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone 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 of the company; and (3) 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 Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

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, 2023, 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 Hitesh Shah & Associates
Chartered Accountants
Firm Registration No:- 103716W**

**Hitesh Shah, Partner
Membership No: 040999
Mumbai
May 30, 2023
UDIN : 23040999BGWUUQ5985**



Ducon Infratechnologies Limited
STANDALONE BALANCE SHEET AS ON MARCH 31, 2023

(₹ in lakhs)

Particulars	Note No.	As at 31 Mar 2023	As at 31 Mar 2022
ASSETS			
Non Current Assets			
Property, Plant and Equipment	2	42.75	35.53
Financial Assets			
Investments	3	512.10	510.17
Loans and Advances	4	841.21	871.21
Deferred Tax Asset	5	2.49	3.98
Total Non Current Assets		1,398.55	1,420.89
Current Assets			
Trade Receivables	6	23,773.37	25,303.63
Cash & Cash Equivalents	7	1.90	1.33
Bank balances other than Cash and Cash equivalents above		1,028.84	722.75
Loans and Advances	8	0.64	1.99
Other Current Assets	9	501.95	461.22
Total Current Assets		25,306.69	26,490.92
TOTAL ASSETS		26,705.24	27,911.80
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	2,599.40	2,056.75
Other equity		9,255.56	12,593.52
Total Equity		11,854.97	14,650.27
Liabilities			
Non current liabilities			
Financial Liabilities			
Borrowings	11	881.02	-
Trade payables	12	728.12	741.28
Provisions	13	46.53	39.57
Total Non Current Liabilities		1,655.68	780.85
Current Liabilities			
Financial Liabilities			
Borrowings	14	8,609.68	8,245.02
Trade payables	15	3,745.84	3,486.05
Other current liabilities	16	839.08	749.61
Total Current Liabilities		13,194.60	12,480.68
Total Liabilities		14,850.28	13,261.53
TOTAL EQUITY AND LIABILITIES		26,705.24	27,911.80

Refer Significant Accounting policies and notes to the financial statements

As per our report of even date

For and on behalf of
HITESH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 103716W

CA Hitesh Shah
Partner
Membership No. 040999
Mumbai,
Date : May 30, 2023

For and on behalf of Board of Directors of
Ducon Infratechnologies Limited

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time
Director & CFO
DIN: 07144684

Chandrasekhar Ganesan
Executive Whole Time
Director
DIN: 07144708

Darshit Parikh
Company Secretary
Membership No: ACS 23805

Ducon Infratechnologies Limited**STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	Note No.	For the year ended 31 Mar 2023	For the year ended 31 Mar 2022
Income from operations			
Revenue from operations	17	31,188.59	12,448.12
Other Income	18	54.16	40.52
Total Income from operations		31,242.75	12,488.64
Expenses			
Cost of materials consumed	19	28,596.22	10,784.44
Employee benefits expenses	20	563.90	381.05
Finance Cost	21	988.69	953.85
Depreciation and amortization expense	2	6.25	9.37
Other expenses	22	556.68	238.80
Total expenses		30,711.73	12,367.51
Profit / (Loss) before tax		531.03	121.13
Tax expenses			
Less:- Current Tax		141.54	38.00
Add/(Less):- Deferred Tax		1.49	(0.27)
Total Tax expenses		143.03	38.27
Profit / (Loss) after tax		387.99	82.86
Other Comprehensive Income net of taxes (OCI)			
i) Items that will not be reclassified to Profit and Loss (net of tax)		(0.64)	0.04
Total comprehensive income after tax		387.35	82.90
Earnings Per Share			
Basic		0.15	0.05
Diluted		0.15	0.03

Refer Significant Accounting policies and notes to the financial statements

As per our report of even date

For and on behalf of
HITESH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Regn No. 103716W

CA Hitesh Shah
 Partner
 Membership No. 040999
 Mumbai,
 Date : May 30, 2023

For and on behalf of Board of Directors of
Ducon Infratechnologies Limited

Arun Govil
 Managing Director
 DIN: 01914619

Harish Shetty
 Executive Whole Time
 Director & CFO
 DIN: 07144684

Chandrasekhar Ganesan
 Executive Whole Time
 Director
 DIN: 07144708

Darshit Parikh
 Company Secretary
 Membership No: ACS 23805

Ducon Infratechnologies Limited

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(₹ in lakhs)

Particulars	For the year ended 31 Mar 2023	For the year ended 31 Mar 2022
Cash Flow From Operating Activities		
Profit before tax	531.03	121.13
Non-cash adjustment to reconcile profit before tax to net cash flows:		
- Profit/Loss on Investment	(1.94)	-
- Depreciation/amortisation/other expenses/OCI	5.61	9.41
Non-operating adjustment to reconcile profit before tax to net cash flows:		
Interest Expenses	929.17	901.75
Operating profit before working capital changes	1,463.86	1,032.28
Movements in working capital:		
Increase/(decrease) in trade payables	246.63	(1,254.56)
Increase/(decrease) in long term provisions	6.97	(18.88)
Increase/(decrease) in other current liabilities	197.72	(85.60)
Increase/(decrease) in short term borrowings	364.65	1,713.08
Increase/(decrease) in Bank balances other than Cash and Cash equivalents above	(306.09)	(21.71)
Increase/(decrease) in trade receivables	(1,652.37)	(391.23)
Decrease/(increase) in loans and other current assets	30.00	-
Decrease/(increase) in loans and other current assets	(39.38)	(4.49)
Cash generated from/(used in) operating activities	311.99	968.88
Direct taxes paid	(249.78)	(61.83)
Net cash flow from/(used in) operating activities (A)	62.21	907.05
Cash flow from investing activities		
Purchase of fixed assets including intangible assets, CWIP	(13.47)	(10.48)
Net cash flow from/(used in) investing activities (B)	(13.47)	(10.48)
Cash flow from financing activities		
Increase/(decrease) in non current borrowings	881.02	-
Increase/(decrease) in Share Capital and Share Warrants	542.65	290.00
Increase/(decrease) from Conversion of share warrants	-542.65	-290.00
Interest paid	(929.17)	(901.75)
Net cash flow from/(used in) financing activities (C)	(48.15)	(901.75)
Net increase/(decrease) in cash and cash equivalents (A)+(B)+(C)	0.58	(5.19)
Cash and cash equivalents at the beginning of the year	1.33	6.52
Cash and cash equivalents at the end of the year	1.90	1.33

Refer Significant Accounting policies and notes to the financial statements

As per our report of even date

For and on behalf of
HITESH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 103716W

CA Hitesh Shah
Partner
Membership No. 040999
Mumbai,
Date : May 30, 2023

For and on behalf of Board of Directors of
Ducon Infratechnologies Limited

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time
Director & CFO
DIN: 07144684

Chandrasekhar Ganesan
Executive Whole Time
Director
DIN: 07144708

Darshit Parikh
Company Secretary
Membership No: ACS 23805

Standalone Notes to Financial Statements for the year ended 31st March 2023**Note 1: Significant Accounting Policies****1. Basis of preparation**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India and comply with Indian Accounting Standards (Ind AS). The company has prepared these financial statements to comply in all material respects in accordance with the Accounting Standards notified under the Companies Act, 2013 ("the Act") and in accordance with the accounting principles generally accepted in India. These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

2. Summary of significant accounting policies**a. Use of estimates**

The preparation of financial statements in conformity with Ind-AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, 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.

b. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Gains or losses arising from sale of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is sold.

c. Depreciation on tangible fixed assets

Depreciation on Fixed Assets is being provided on Straight Line Method on "Useful Life" in the manner prescribed under the Schedule II of the Companies Act, 2013.

d. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from currency borrowings to the extent they are regarded as an adjustment to the interest cost.

e. Impairment of tangible and intangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount.

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

f. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investment.

Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investment basis. Long-term investment is carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

g. Financial Assets:**i. Financial Assets****A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value

through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

- a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost 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.

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

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

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

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

D. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

The Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii. Financial liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

There is no significant impact on valuation of Financial Assets at fair value through comprehensive income and hence not profit or loss on such valuation booked.

B. Subsequent measurement

Financial liabilities are 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.

There is no significant impact on valuation of Financial Assets at fair value through comprehensive income and hence not profit or loss on such valuation booked.

h. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

i. Sale of goods

Revenue from sale of goods is recognized when all the risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods and performance of services to customers. If company collects GST on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

j. Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

k. Dividends

Dividend income is recognized with the company's right to receive dividend is established by the reporting date.

l. Foreign currency translation**Foreign currency transaction and balances****Initial recognition**

Foreign currency transaction are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange differences

The company accounts for exchange difference arising on translation/settlement of foreign currency monetary items as below:

Exchange difference arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.

All other exchange differences are recognized as income or as expenses in the period in which they arise.

m. Retirement and other employee benefits

Retirement benefit in the form of provident fund, Employee State Insurance Contribution and Labour Welfare Fund are defined contribution scheme. The contribution to the above is charged to the statement of profit and loss for the year when the contributions are due.

The company operates defined benefit plan for its employee, viz., gratuity. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Contribution towards gratuity fund for eligible employees is made by way of premium to Life Insurance Corporation of India and charged to the statement of profit and loss. Actuarial gains and losses, (if any) for the defined plan are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave excepted to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss immediately.

n. Income taxes

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted by the reporting date. Deferred income tax relating to items recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the company has unabsorbed or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognized unrecognized deferred asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

o. Earnings Per Share

Basic earnings per share are 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.

p. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

q. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

Standalone Notes to Financial Statements for the year ended 31st March 2023

Note 2: Property, Plant and Equipment

(₹ in lakhs)

Particulars	Gross Block			Depreciation					Net Block	
	As on 01.04.2022	Additions	Deletions	As on 31.03.2023	Upto 01.04.2022	For the Year	For the assets sold	Upto 31.03.2023	Net Block 31.03.2023	Net Block 31.03.2022
Owned Assets										
Furniture & Fixtures	36.32	-	-	36.32	31.64	0.93	-	32.57	3.75	4.68
Vehicles	5.81	-	-	5.81	5.23	0.08	-	5.31	0.50	0.58
Office Equipment	72.97	1.79	-	74.76	70.19	0.37	-	70.56	4.21	2.79
Computer	770.65	10.03	-	780.68	747.59	4.62	-	752.21	28.46	23.05
Plant and Machinery & Electrical Equipments	32.27	1.65	-	33.92	27.85	0.25	-	28.10	5.83	4.43
Total Current Year	918.03	13.47	-	931.50	882.50	6.25	-	888.75	42.75	35.53

Standalone Notes to Financial Statements for the year ended 31st March 2023

(₹ in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 3: Investments		
In Equity Shares - Unquoted, fully paid up		
Investment in Private Limited Companies [50,00,000 (Previous year 50,00,000) Equity Shares of Rs. 10 each, fully paid up]	500.00	500.00
Investment in Subsidiary	0.75	0.75
Investment in Mutual Funds		
12,861.968 (PY 12,861.968) Units of J M Basic Fund- Growth Plan*	11.35	9.42
Total	512.10	510.17
*Note:- The above mutual funds have been pledged as security for repayment of the cash credit facilities availed from the bank.		
Note 4: Non-Current Loans and Advances (Unsecured and Considered Good)		
Other Loans and Advances	841.21	871.21
Total	841.21	871.21
Note 5: Deferred Tax Asset		
Fixed Assets :		
Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting.	-	3.98
Net Deferred Tax Asset	-	3.98
Note 6: Trade Receivables		
Unsecured		
Considered Good	23,773.37	25,303.63
Total	23,773.37	25,303.63

Trade Receivables ageing schedule for the year ended as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables- considered good	-	17,625.74	-	6,147.63	-	-	23,773.37
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Total	-	17,625.74	-	6,147.63	-	-	23,773.37
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Total Trade Receivables	-	17,625.74	-	6,147.63	-	-	23,773.37

Standalone Notes to Financial Statements for the year ended 31st March 2023

Trade Receivables ageing schedule for the year ended as on March 31, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables- considered good	-	18,877.79	211.95	6,213.89	-	-	25,303.63
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Total Trade Receivables	-	18,877.79	211.95	6,213.89	-	-	25,303.63

(₹ in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 7: Cash and Cash Equivalents		
Cash on hand	1.82	1.11
Balances with banks :		
In current accounts	0.07	0.22
In deposit accounts*	1,028.84	722.75
Total	1,030.74	724.08
Note: The Fixed Deposits have been kept as margin money with banks		
Note 8: Current Loans		
Unsecured and Considered Good		
Other Loans and Advances	0.64	1.99
Total	0.64	1.99
Note 9: Other Current Assets		
Interest accrued on Deposits	23.28	-
Other assets	478.66	461.22
Total	501.95	461.22
Note 10: Equity Share Capital		
Authorised Share Capital		
300,000,000 Equity shares of Re. 1/- each (Previous Year 250,000,000 Equity shares of Re. 1/- each)	3,000.00	2,500.00
Issued, Subscribed and Paid up :		
25,99,40,469 Equity shares of Re. 1/- each (Previous Year 20,56,75,134 Equity shares of Re. 1/- each)	2,599.40	2,056.75
	2,599.40	2,056.75

Standalone Notes to Financial Statements for the year ended 31st March 2023

The reconciliation of the number of shares outstanding is set out below:

Particulars	As at	As at
	March 31, 2023	March 31, 2022
	(No. of Shares)	(No. of Shares)
Equity Shares at the beginning of the year	20,56,75,134	17,66,75,117
Additions during the year	5,42,65,335	2,90,00,017
Equity Shares at the end of the year	25,99,40,469	20,56,75,134

The details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% holding	No. of Shares Held	% holding
Mr. Arun Govil	15,65,84,665	60.24%	14,44,42,586	70.23%
Mr. Pratik Banji Dabhi	1,54,90,364	5.96%	2,77,377.00	0.13%

Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022		% Change during the year
	No. of Shares Held	% holding	No. of Shares Held	% holding	
Mr. Arun Govil	15,65,84,665	60.24%	14,44,42,586	70.23%	9.99%

Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Name of the Shareholder	As at March 31, 2022		As at March 31, 2021		% Change during the year
	No. of Shares Held	% holding	No. of Shares Held	% holding	
Mr. Arun Govil	14,44,42,586	70.23%	11,54,42,569	65.34%	4.89%

Note 11: Borrowings

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Funded Interest Term Loan from Banks	881.02	-
TOTAL	881.02	-

Note 12 : Trade Payables

Dues of micro and small enterprises	-	-
Other trade payables	728.12	741.28
TOTAL	728.12	741.28

(i) The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information collected by the Management.

Particulars	As at	As at
	March 31, 2023	March 31, 2022

(ii) The disclosures relating to Micro and Small Enterprises are as under:

(a) The principal amount remaining unpaid to supplier as at the end of the accounting year	-	-
(b) The interest due thereon remaining unpaid to supplier as at the end of the accounting year	-	-
(c) The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
(d) The amount of interest due and payable for the year	-	-
(e) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Standalone Notes to Financial Statements for the year ended 31st March 2023

(₹ in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 13 : Provisions		
Other Provisions	46.53	39.57
Total	46.53	39.57
Note 14 : Current Borrowings		
Secured		
Cash credit from bank	5,760.83	5,780.13
Funded Interest Term Loan from Banks	261.25	-
Unsecured		
Loan from Directors	2,587.60	2,464.89
Total	8,609.68	8,245.02
Prime Security:		
The Cash Credit and Funded Interest Term loans from bank is secured against hypothecation of book debts.		
Collateral Security:		
Immovable properties in the name of promoters, group companies and Fixed Deposits held in the name of the company and guarantee provided by the promoters.		
Note 15 : Trade Payables		
Dues of micro and small enterprises	229.71	167.29
Other trade payables	3,516.13	3,318.76
Total	3,745.84	3,486.05

Trade payables ageing schedule for the year ended as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) MSME	63.37	15.76	-	-	150.57	229.71
(ii) Others	66.36	1,094.91	-	29.60	2,325.26	3,516.13
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Total trade payables	129.74	1,110.67	-	29.60	2,475.83	3,745.83

Trade payables ageing schedule for the year ended as on March 31, 2022

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) MSME	-	9.73	-	-	157.57	167.29
(ii) Others	-	298.41	56.81	47.13	2,916.42	3,318.76
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Total trade payables	-	308.13	56.81	47.13	3,073.98	3,486.05

Standalone Notes to Financial Statements for the year ended 31st March 2023

(₹` in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 16 : Other Current Liabilities		
Advance from customers	228.22	22.80
Staff related liabilities	62.48	120.46
Statutory liabilities	17.46	26.75
Other Payables	116.66	57.09
Provision for income tax (Net of Advance Tax)	414.27	522.51
Total	839.08	749.61
Note 17: Revenue from Operations		
Sale of products	31,188.59	12,448.12
Total	31,188.59	12,448.12
Note 18: Other Income		
Interest income	52.07	36.50
Other Income	2.09	4.02
Total	54.16	40.52
Note 19 : Cost of materials consumed		
Consumption of materials	28,596.22	10,784.44
Total	28,596.22	10,784.44
Note 20 : Employee benefits expenses		
Salaries, wages and bonus	536.21	360.66
Contribution to Provident Fund and other Funds	21.53	18.18
Staff welfare Expenses	6.17	2.22
Total	563.90	381.05
Note 21: Finance Cost		
Interest Expenses	929.17	901.75
Other Borrowing costs	59.52	52.10
Total	988.69	953.85

Standalone Notes to Financial Statements for the year ended 31st March 2023

(₹ in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 22: Other Expenses		
Power and fuel	17.52	10.98
Rates and taxes	88.02	11.43
Insurance	8.10	5.51
Filing fees	1.90	1.70
Rent expenses	5.50	2.51
Repairs and maintenance	3.06	0.13
Others	6.77	6.17
Office Maintenance Expenses	0.89	0.05
Advertising and sales promotion	109.02	9.82
Membership & subscription Expenses	1.64	0.98
Recruitment charges	3.34	0.28
Local Conveyance	6.66	3.05
Travelling and Marketing Expenses	66.92	19.28
Postage And Telephone Expenses	2.81	2.74
Site office expenses	12.79	15.59
Donation	0.25	0.02
Printing & Stationery Expenses	0.38	0.21
Security Charges	5.04	5.04
Legal and Professional Fees	173.62	104.10
Auditor's Remuneration (Refer Note 22.6)	25.00	25.00
Miscellaneous Expenses	16.16	12.85
Computer Expenses	1.29	1.37
Total	556.68	238.80

Standalone Notes to Financial Statements for the year ended 31st March 2023**22. Additional Information to the financial statements****22.1 Contingent Liabilities****a. Claims against company not acknowledged as debts:**

Particulars	Period to which the amount relates	Forum where the dispute is pending	Amount
Income Tax	F.Y. 2013-14	Assessing Officer	0.42
Income Tax	F.Y. 2020-21	Assessing Officer	4.13
VAT	F.Y. 2013-14	JCT Appeals	23.18
Elecon	2011-12,2012-13,2013-14 & 2014-15	Arbitration	109.74
FL Smidth	2010-11	Mumbai High Court	USD 32.65

b. Guarantees given by the company's bankers: Rs. 821.99 lakhs (P.Y.: ₹ 436.14 lakhs)**22.2 Related Party Disclosures:****a. The names of the related parties and the nature of relationship are as under:**

Name of related party	Relation
Ducon Technologies (I) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Cemtrex (India) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Cemtrex Technologies Pvt Ltd	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Ducon Power Systems (I) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Arun Govil Productions Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Arun Govil	Managing Director
Harish Shetty	Director
Chandrasekhar Ganesan	Director
Prakash Vaghela	Director
Ratna Jhaveri	Director
Jinesh Shah	Director
Reema Kiritkumar Shah	Director
Maruti Kishanrao Deore	Director
Ducon Combustion Equipment Inc.	100% Subsidiary Company

Standalone Notes to Financial Statements for the year ended 31st March 2023
b. The material transactions with the related parties are as under:

(₹ in lakhs)

Name of the Party	Nature of Payment	For the FY 2022-2023	For the FY 2021-2022
Arun Govil	Remuneration	2.40	2.40
Harish Shetty	Remuneration	43.00	25.88
Chandrasekhar Ganesan	Remuneration	24.69	24.64
Ducon Power Systems (India) Pvt Ltd	Advances paid for execution of contract	0.17	0.05
Cemtrex Technologies Private Limited	Resource fees income	8.15	13.00
Ratna Jhaveri	Director Sitting Fees	0.60	0.60
Prakash L Vaghela	Director Sitting Fees	0.60	0.70
Jinesh B Shah	Director Sitting Fees	0.60	0.70
Ducon Technologies (I) Private Limited	Advances taken	33.12	7.28

c. The balances with the related parties as on 31st March, 2023 are as under:

(₹ in lakhs)

Name of the Party	As on 31st March, 2023	As on 31st March, 2022
Arun Govil	2,587.60 Cr	2468.89 Cr
Ducon Power Systems (India) Pvt Ltd	3.49 Dr	3.32 Dr
Cemtrex Technologies Pvt Ltd	535.05 Cr	543.85 Cr
Ducon Technologies (I) Private Limited	41.79 Cr	41.01 Cr
Investment in Ducon Combustion Equipment Inc.	0.75Dr	0.75 Dr

22.3 Earnings Per Share (Basic and Diluted):

(₹ in lakhs)

Particulars	As on 31st March, 2023	As on 31st March, 2022
Profit after Tax (Rs. in Lacs)	387.99	82.86
No. of Equity Shares	25,99,40,469	20,56,75,134
Basic Earnings Per Share		
(of paid up value of Re. 1 each)	0.15	0.05
Diluted Earnings Per Share		
(of paid up value of Re. 1 each)	0.15	0.03

22.4 Segmental Reporting

The Company is operating in a single primary segment i.e. EPC business. Accordingly, no segment reporting as per Indian Accounting Standard 108 has been done.

22.5 Foreign Exchange Exposure

The company has not entered in any forward contract for hedging during the year and there are no such contracts outstanding at the end of the year.

22.6 Auditor's Remuneration:

Particulars	For the Financial year ending March 31, 2023	For the Financial year ending March 31, 2022
Statutory Audit Fees	22.00	22.00
Tax Audit Fees	3.00	3.00
Total	25.00	25.00

(excludes applicable taxes thereon)

Standalone Notes to Financial Statements for the year ended 31st March 2023

22.7 Employee Benefits:

(₹ in lakhs)

Particulars	2022-23		2021-22	
	Gratuity	Leave Salary	Gratuity	Leave Salary
A Reconciliation of Opening and Closing balances of Defined Benefit Obligation				
Present Value of Defined Benefit Obligation as at beginning of the year:	40.83600	7.35075	32.20678	7.19805
Interest Cost	2.89936	0.52190	2.17396	0.48587
Current Service Cost				
Liability Transfer from Ducon Technologies	8.32462	1.56491	6.58923	0.32114
Benefits paid during the year	(4.28200)	(3.04808)	0	(0.61791)
Actuarial (gain)/loss on Defined Benefit Obligation	0.65297	2.96190	(0.13397)	(0.03640)
Present Value of Defined Benefit Obligation as at end of the year:	48.43095	9.35138	40.83600	7.35075
B Reconciliation of opening and closing balances fair value of plan assets				
Fair value of Plan Assets as at beginning of the year	1.31023	-	1.31327	-
Expected Return on Plan Assets for the year	0.11068	-	(0.00304)	-
Contributions made by Employer	3.36876	-	0	-
Benefits paid during the year	(4.28200)	-	0	-
Actuarial gain / (loss) on Plan Assets	0	-	0	-
Fair value of Plan Assets as at end of the year	0.50767	-	1.31023	-
C Reconciliation of fair value of assets and obligations				
Present Value of the Defined Benefit Obligation as at the end of the year	48.43095	9.35138	40.83600	7.35075
Fair Value of Plan Assets as at the end of the year	(0.50767)	0	(1.31023)	0
Liability recognized in Balance Sheet as at the end of the year	47.92328	9.35138	39.52577	7.35075
D Expenses recognized during the year				
Current Service cost	8.32462	1.56491	6.58923	0.32114
Interest cost on obligation	2.89936	0.52190	2.17396	0.48587
Expected return on plan assets	0.11068	0	0.00304	0
Net Actuarial (gain)/loss recognized in the year end	0.65297	2.96190	(0.13397)	(0.03640)
Expenses recognized in the statement of Profit & Loss	11.98763	5.04871	8.63226	0.77061
E Actual Return on plan assets at the year end				
Expected return on Plan Assets	0.11068	-	(0.00304)	-
F Investment Details				
L.I.C Group Gratuity (Cash Accumulation) Policy	100% Invested with L.I.C.		100% Invested with L.I.C.	
G Actuarial assumptions				
Rate of Interest	7.5% p.a.	7.5% p.a.	7% p.a.	7% p.a.
Salary Growth	7.5% p.a.	7.5% p.a.	7.5% p.a.	7.5% p.a.
Withdrawal Rate	1% p.a.	1% p.a.	1% p.a.	1% p.a.
Mortality Table(L.I.C.)	Indian Assured Live Mortality Rate(2012-14)	Indian Assured Live Mortality Rate (2012-14)	Indian Assured Live Mortality Rate (2012-14)	Indian Assured Live Mortality Rate (2012-14)
Retirement Age	60 Years	60 Years	60 Years	60 Years

The estimate of rate of escalation in salary considered in Actuarial valuation, take into account inflation, seniority, promotion, other relevant factors' including supply and Demand in the employment market.

Standalone Notes to Financial Statements for the year ended 31st March 2023

22.8 Other Notes:

- a) In the opinion of the Board of Directors, Current Assets, Loans and Advance have the value which these are stated in the Balance Sheet, if realized in the ordinary course of business and the provisions for all known liabilities is adequate and not in excess of or less than the amount reasonably necessary.
- b) The balances of Trade Receivable and Trade Payables are subject to adjustments if any on reconciliation/settlement of respective accounts. However Balances of Trade Receivable and Trade Payables generally stand reconciled based on subsequent realizations and payments.
- c) During the year 2022-2023, the Company had allotted 2,36,30,952 Equity Shares via Allotment Committee Resolution passed on 20th April, 2022 to all the Shareholders as on the record date of 19th April, 2022 in the ratio of 1 Equity Share for every 10 Equity Shares.
- d) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Refer Significant Accounting policies and notes to the financial statements

As per our report of even date

For and on behalf of
HITESH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 103716W

CA Hitesh Shah
Partner
Membership No. 040999
Mumbai,
Date : May 30, 2023

For and on behalf of Board of Directors of
Ducon Infratechnologies Limited

Arun Govil Harish Shetty
Managing Director Executive Whole Time
DIN: 01914619 Director & CFO

Chandrasekhar Ganesan Darshit Parikh
Executive Whole Time Company Secretary
Director Membership No: ACS 23805
DIN: 07144684 DIN: 07144708

Independent Auditor's Report

To the Members of Ducon Infratechnologies Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Ducon Infratechnologies Limited ("the Company"), its Subsidiary (the Company and its Subsidiary together referred to as "Group") which comprise the consolidated Balance Sheet as at March 31, 2023, the consolidated statement of Profit and Loss, Changes in Equity and the Consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, of consolidated profit, consolidated total Comprehensive Income, consolidated Changes in Equity and its consolidated Cash Flows for the year on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's 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 consolidated financial statements.

Emphasis of Matters

- i) The Company has made investments in equity shares of a private limited company aggregating to Rs. 500.00 lakhs as on March 31, 2023 reported under Investments in Non-Current Assets. The investments are to be measured at fair value in the statement of financial position as per requirements of Indian Accounting Standard 109. However, keeping in view their long term business synergy and potential, the management has been decided to value such investments at cost for the year ended March 31, 2023.
- ii) The overseas sales and overseas purchases of the Company transacted during the year, are in the nature of "out and out supply" of goods which are exempted from GST as per the applicable provisions and therefore the same is not disclosed in the monthly GST returns filed by the Company, however the same is disclosed in Annual GST Return (GSTR-9/9C) filed by the Company.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- 1) Evaluation of uncertain tax liabilities (Contingent Liabilities). Refer Note No.22.1 forming part of financial statements. Considering its probable impact on profit/loss, we have considered this as Key Audit Matter.

We have performed following substantive audit procedures:-

- (a) Obtained details of completed tax assessments and demands up to the year ended March 31, 2023 from management.
- (b) We performed our internal procedures to analyse the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes.
- (c) We also legal precedence, referred to various case laws and other rulings in evaluating management's position on these uncertain tax litigations.

- (d) Additionally, we considered the impact of latest information in respect of uncertain tax positions as on March 31, 2023 to evaluate whether any change was required to management's position on these uncertainties.

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

The Group Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report and Management Discussion and Analysis, but does not include the Secretarial Audit Report, Consolidated financial statements and our auditor's report thereon. The Board's report and Management Discussion and Analysis is expected to be made to us after the date of this auditor's report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Board's report and Management Discussion and Analysis, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and make disclosures and take specific actions as per applicable laws and regulations, if required.

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

The Holding Company's Board of Directors is responsible for the matters stated in Sec 134(5) of companies Act 2013 with respect to the presentation and of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

The responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is also responsible for overseeing the financial reporting process of the Group.

Auditors Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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 consolidated 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)(l) of the Companies Act, 2013, 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 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieve fair presentation.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated financial statements includes the audited financial statements / financial information in respect of 1 subsidiary namely Ducon Combustion Equipment Inc. (Subsidiary) located outside India, whose financial statements include Total Assets of Rs. 921.85 Lakhs as at 31st March, 2023, and total revenue from operations of Rs. 8,370.83 Lakhs for the year ended on that date. These financial statements of the subsidiary company has been audited by the other auditor of that company and which is prepared in accordance with accounting principles generally accepted in their respective country and has been provided to us by the management. The Holding Company's management has converted the financial statements of such subsidiary from accounting principles generally accepted in their respective country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based on the audit report of other auditor and the conversion adjustments made by the management of the Holding Company and audited by us.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- 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 of the aforesaid consolidated financial Ind AS financial statements.
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, (including other comprehensive income) the consolidated Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

- (d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors are disqualified as on March 31, 2023 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 Group and the operating effectiveness of such controls, refer to our separate report in Annexure "A".
- (g) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements have disclosed the impact of pending litigations as on March 31, 2023 on its financial position in its Consolidated Ind AS financial statements Refer to Note No. 22.1 forming part of consolidated financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiaries during the year ended March 31, 2023.

**For Hitesh Shah & Associates
Chartered Accountants
Firm Registration No:- 103716W**

**Hitesh Shah, Partner
Membership No: 040999
Mumbai
May 30, 2023
UDIN : 23040999BGWUUQ5985**

“Annexure A” forming part of Independent Auditor's Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).**

We have audited the internal financial controls over financial reporting of **Ducon Infratechnologies Limited** (“the Company”) as of March 31, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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. 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 Companies Act, 2013.

Auditors' Responsibility

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.

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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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

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

In our to the best of our information and according to explanation given to us, to the best of our information and according to explanation given to us, 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, 2023, 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 Hitesh Shah & Associates
Chartered Accountants
Firm Registration No:- 103716W**

**Hitesh Shah, Partner
Membership No: 040999
Mumbai
May 30, 2023
UDIN : 23040999BGWUUQ5985**



Ducon Infratechnologies Limited
CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2023

(₹ in lakhs)

Particulars	Note No.	As at 31 Mar 2023	As at 31 Mar 2022
ASSETS			
Non Current Assets			
Property, Plant and Equipment	2	535.25	640.25
Financial Assets			
Investments	3	511.35	509.42
Loans and Advances	4	841.21	871.21
Deferred Tax Asset	5	2.49	3.98
Total Non Current Assets		1,890.30	2,024.86
Current Assets			
Trade Receivables	6	24,152.28	26,821.25
Cash & Cash Equivalents	7	5.34	4.91
Bank balances other than Cash and Cash equivalents above		1,028.84	722.75
Loans and Advances	8	0.64	1.99
Other Current Assets	9	501.95	461.22
Total Current Assets		25,689.05	28,012.12
TOTAL ASSETS		27,579.36	30,036.98
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	2,599.40	2,056.75
Other equity		9,637.83	12,953.93
Total Equity		12,237.24	15,010.68
Liabilities			
Non current liabilities			
Financial Liabilities			
Borrowings	11	881.02	-
Trade payables	12	728.12	741.28
Provisions	13	46.53	39.57
Total Non Current Liabilities		1,655.68	780.85
Current Liabilities			
Financial Liabilities			
Borrowings	14	8,609.68	8,245.02
Trade payables	15	4,226.06	5,250.82
Other current liabilities	16	850.72	749.61
Total Current Liabilities		13,686.45	14,245.45
Total Liabilities		15,342.13	15,026.30
TOTAL EQUITY AND LIABILITIES		27,579.36	30,036.98

Refer Significant Accounting policies and notes to the financial statements

As per our report of even date

For and on behalf of
HITESH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Regn No. 103716W

CA Hitesh Shah
 Partner
 Membership No. 040999
 Mumbai,
 Date : May 30, 2023

For and on behalf of Board of Directors of
Ducon Infratechnologies Limited

Arun Govil
 Managing Director
 DIN: 01914619

Harish Shetty
 Executive Whole Time
 Director & CFO

Chandrasekhar Ganesan
 Executive Whole Time
 Director
 DIN: 07144684

Darshit Parikh
 Company Secretary
 Membership No: ACS 23805
 DIN: 07144708

Ducon Infratechnologies Limited**CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2023**

(` in lakhs)

Particulars	Note No.	For the year ended 31 Mar 2023	For the year ended 31 Mar 2022
Income from operations			
Revenue from operations	17	39,559.42	38,436.02
Other Income	18	54.16	40.52
Total Income from operations		39,613.58	38,476.54
Expenses			
Cost of materials consumed	19	36,708.13	35,882.26
Employee benefits expenses	20	598.22	381.05
Finance Cost	21	988.69	953.85
Depreciation and amortization expense	2	118.47	113.49
Other expenses	22	635.57	518.24
Total expenses		39,049.08	37,848.89
Profit / (Loss) before tax		564.50	627.65
Tax expenses			
Less:- Current Tax		153.18	184.11
Add/(Less):- Deferred Tax Asset / (Liability)		1.49	(0.27)
Total Tax expenses		154.66	184.38
Profit / (Loss) after tax		409.85	443.27
Other Comprehensive Income net of taxes (OCI)			
i) Items that will not be reclassified to Profit and Loss (net of tax)		(0.64)	0.04
Total comprehensive income after tax		409.21	443.31
Earnings Per Share			
Basic		0.16	0.24
Diluted		0.16	0.19

Refer Significant Accounting policies and notes to the financial statements

As per our report of even date

For and on behalf of
HITESH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 103716W

CA Hitesh Shah
Partner
Membership No. 040999
Mumbai,
Date : May 30, 2023

For and on behalf of Board of Directors of
Ducon Infratechnologies Limited

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time
Director & CFO

Chandrasekhar Ganesan
Executive Whole Time
Director
DIN: 07144684

Darshit Parikh
Company Secretary
Membership No: ACS 23805
DIN: 07144708

Ducon Infratechnologies Limited

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023 (₹ in lakhs)

Particulars	Note No.	For the year ended 31 Mar 2023	For the year ended 31 Mar 2022
Cash Flow From Operating Activities			
Profit before tax		564.50	627.65
Non-cash adjustment to reconcile profit before tax to net cash flows:			
- Depreciation/amortisation/other expenses/OCI		117.83	113.53
- Profit/Loss on Investment		(1.94)	-
Non-operating adjustment to reconcile profit before tax to net cash flows:			
Interest Expenses		929.17	901.75
Operating profit before working capital changes		1,609.56	1,642.92
Movements in working capital:			
Increase/(decrease) in trade payables		(1,037.92)	510.21
Increase/(decrease) in long term provisions		6.97	(18.88)
Increase/(decrease) in other current liabilities		209.35	(85.60)
Increase/(decrease) in short term borrowings		364.65	1,713.08
Increase/(decrease) in Bank balances other than Cash and Cash equivalents above		(306.09)	(21.71)
Increase/(decrease) in trade receivables		(513.66)	(1,907.85)
Increase/(decrease) in Long term loans and advances		30.00	-
Decrease/(increase) in loans and other current assets		(39.38)	(4.49)
Cash generated from/(used in) operating activities		323.48	1,827.67
Direct taxes paid		(261.42)	(207.95)
Net cash flow from/(used in) operating activities (A)		62.06	1,619.72
Cash flow from investing activities			
Purchase of fixed assets including intangible assets, CWIP and fair valuation of Investments		(13.47)	(719.57)
Net cash flow from/(used in) investing activities (B)		(13.47)	(719.57)
Cash flow from financing activities			
Increase/(decrease) in non-current borrowings		881.02	-
Interest paid		(929.17)	(901.75)
Net cash flow from/(used in) financing activities (C)		(48.15)	(901.75)
Net increase/(decrease) in cash and cash equivalents (A)+(B)+(C)		0.43	(1.60)
Cash and cash equivalents at the beginning of the year		4.91	6.51
Cash and cash equivalents at the end of the year		5.34	4.91

Refer Significant Accounting policies and notes to the financial statements

As per our report of even date

For and on behalf of
HITESH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 103716W

CA Hitesh Shah
Partner
Membership No. 040999
Mumbai,
Date : May 30, 2023

For and on behalf of Board of Directors of
Ducon Infratechnologies Limited

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time
Director & CFO

Chandrasekhar Ganesan
Executive Whole Time
Director
DIN: 07144684

Darshit Parikh
Company Secretary
Membership No: ACS 23805
DIN: 07144708

Consolidated Notes to Financial Statements for the year ended 31st March 2023**Note 1: Significant Accounting Policies****1. Basis of preparation**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India and comply with Indian Accounting Standards (Ind AS). The company has prepared these financial statements to comply in all material respects in accordance with the Accounting Standards notified under the Companies Act, 2013 ("the Act") and in accordance with the accounting principles generally accepted in India. These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

2. Summary of significant accounting policies**a. Use of estimates**

The preparation of financial statements in conformity with Ind-AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, 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.

b. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Gains or losses arising from sale of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is sold.

c. Depreciation on tangible fixed assets

Depreciation on Fixed Assets is being provided on Straight Line Method on "Useful Life" in the manner prescribed under the Schedule II of the Companies Act, 2013.

d. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from currency borrowings to the extent they are regarded as an adjustment to the interest cost.

e. Impairment of tangible and intangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount.

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

f. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investment.

Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investment basis. Long-term investment is carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

g. Financial Assets:**I. Financial Assets****A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value

through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost 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.

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

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

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

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

D. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

The Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii. Financial liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

There is no significant impact on valuation of Financial Assets at fair value through comprehensive income and hence not profit or loss on such valuation booked.

B. Subsequent measurement

Financial liabilities are 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.

There is no significant impact on valuation of Financial Assets at fair value through comprehensive income and hence not profit or loss on such valuation booked.

h. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

i. Sale of goods

Revenue from sale of goods is recognized when all the risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods and performance of services to customers. If company collects GST on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

j. Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

k. Dividends

Dividend income is recognized with the company's right to receive dividend is established by the reporting date.

l. Foreign currency translation**Foreign currency transaction and balances****Initial recognition**

Foreign currency transaction are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange differences

The company accounts for exchange difference arising on translation/settlement of foreign currency monetary items as below:

Exchange difference arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.

All other exchange differences are recognized as income or as expenses in the period in which they arise.

m. Retirement and other employee benefits

Retirement benefit in the form of provident fund, Employee State Insurance Contribution and Labour Welfare Fund are defined contribution scheme. The contribution to the above is charged to the statement of profit and loss for the year when the contributions are due.

The company operates defined benefit plan for its employee, viz., gratuity. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Contribution towards gratuity fund for eligible employees is made by way of premium to Life Insurance Corporation of India and charged to the statement of profit and loss. Actuarial gains and losses, (if any) for the defined plan are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short – term employee benefit. The company measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave excepted to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss immediately.

n. Income taxes

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted by the reporting date. Deferred income tax relating to items recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the company has unabsorbed or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognized unrecognized deferred asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

o. Earnings Per Share

Basic earnings per share are 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.

p. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

q. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

Consolidated Notes to Financial Statements for the year ended 31st March 2023

Note 2: Property, Plant and Equipment

(₹ in lakhs)

Particulars	Gross Block			Depreciation					Net Block	
	As on 01.04.2022	Additions	Deletions	As on 31.03.2023	Upto 01.04.2022	For the Year	For the assets sold	Upto 31.03.2023	Net Block 31.03.2023	Net Block 31.03.2022
Owned Assets										
Furniture & Fixtures	80.37	-	-	80.37	36.04	5.68	-	41.72	38.65	44.33
Vehicles	5.81	-	-	5.81	5.23	0.08	-	5.31	0.50	0.58
Office Equipment	737.76	1.79	-	739.55	169.91	107.84	-	277.75	461.81	567.86
Computer	770.65	10.03	-	780.68	747.59	4.62	-	752.21	28.46	23.05
Plant and Machinery & Electrical Equipments	32.27	1.65	-	33.92	27.85	0.25	-	28.10	5.83	4.43
Total Current Year	1,626.87	13.47	-	1,640.34	986.62	118.47	-	1,105.09	535.25	640.25

Consolidated Notes to Financial Statements for the year ended 31st March 2023

(₹ in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 3: Investments		
In Equity Shares - Unquoted, fully paid up		
Investment in Private Limited Companies	500.00	500.00
(50,00,000 (Previous year 50,00,000) Equity Shares of Rs. 10 each, fully paid up)	-	-
Investment in Mutual Funds		
12,861.968 (PY 12,861.968) Units of J M Basic Fund- Growth Plan*	11.35	9.42
Total	511.35	509.42
*Note:- The above mutual funds have been pledged as security for repayment of the cash credit facilities availed from the bank		
Note 4: Non-Current Loans and Advances (Unsecured and Considered Good)		
Other Loans and Advances	841.21	871.21
Total	841.21	871.21
Note 5: Deferred Tax Asset		
Fixed Assets :		
Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting.	2.49	3.98
Net Deferred Tax Asset	2.49	3.98
Note 6: Trade Receivables		
Unsecured		
Considered Good	24,152.28	26,596.25
Total	24,152.28	26,596.25

Trade Receivables ageing schedule for the year ended as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables- considered good	-	18,004.65	-	6,147.63	-	-	24,152.28
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Total							
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Total Trade Receivables	-	18,004.65	-	6,147.63	-	-	24,152.28

Consolidated Notes to Financial Statements for the year ended 31st March 2023

Trade Receivables ageing schedule for the year ended as on March 31, 2022

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables- considered good	-	20,170.41	211.95	6,213.89	-	-	26,596.25
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
Total							
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Total Trade Receivables	-	20,170.41	211.95	6,213.89	-	-	26,596.25

(₹ in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 7: Cash and Cash Equivalents		
Cash on hand	5.27	4.69
Balances with banks :		
In current accounts	0.07	0.22
In deposit accounts*	1,028.84	722.75
Total	1,034.18	727.66
Note: The Fixed Deposits have been kept as margin money with banks		
Note 8: Current Loans		
Unsecured and Considered Good		
Other Loans and Advances	0.64	1.99
Total	0.64	1.99
Note 9: Other Current Assets		
Interest accrued on Deposits	23.28	-
Other assets	478.66	461.22
Total	501.95	461.22
Note 10: Equity Share Capital		
Authorised Share Capital		
300,000,000 Equity shares of Re. 1/- each (Previous Year 250,000,000 Equity shares of Re. 1/- each)	3,000.00	2,500.00
Issued, Subscribed and Paid up :		
25,99,40,469 Equity shares of Re. 1/- each (Previous Year 20,56,75,134 Equity shares of Re. 1/- each)	2,599.40	2,056.75
	2,599.40	2,056.75

Consolidated Notes to Financial Statements for the year ended 31st March 2023

The reconciliation of the number of shares outstanding is set out below:

Particulars	As at March 31, 2023	As at March 31, 2022
	(No. of Shares)	(No. of Shares)
Equity Shares at the beginning of the year	20,56,75,134	17,66,75,117
Additions during the year	5,42,65,335	2,90,00,017
Equity Shares at the end of the year	25,99,40,469	20,56,75,134

The details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% holding	No. of Shares Held	% holding
Mr. Arun Govil	15,65,84,665	60.24%	14,44,42,586	70.23%
Mr. Pratik Banji Dabhi	1,54,90,364	5.96%	2,77,377	0.13%

Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022		% Change during the year
	No. of Shares Held	% holding	No. of Shares Held	% holding	
Mr. Arun Govil	15,65,84,665	76.13%	14,44,42,586	70.23%	5.90%

Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

Name of the Shareholder	As at March 31, 2022		As at March 31, 2021		% Change during the year
	No. of Shares Held	% holding	No. of Shares Held	% holding	
Mr. Arun Govil	14,44,42,586	70.23%	11,54,42,569	65.34%	4.89%

Note 11: Non-Current Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Funded Interest Term Loan from Banks	881.02	-
Total	881.02	-

Note 12: Trade Payables

Dues of micro and small enterprises	-	-
Other trade payables	728.12	741.28
TOTAL	728.12	741.28

Note 13: Provisions

Other Provisions	46.53	39.57
Total	46.53	39.57

Note 14: Current Borrowings

Secured		
Cash credit from bank	5,760.83	5,780.13
Current Portion of Funded Interest Term Loan from banks	261.25	-
Unsecured		
Loan from Directors	2,587.60	2,464.89
Total	8,609.68	8,245.02

Prime Security:

The Cash Credit and Funded Interest Term loans from bank is secured against hypothecation of book debts.

Collateral Security:

Immovable properties in the name of promoters, group companies and Fixed Deposits held in the name of the company and guarantee provided by the promoters.

Consolidated Notes to Financial Statements for the year ended 31st March 2023

(₹ in lakhs)

Particulars	As at 31 Mar 2022	As at 31 Mar 2021
Note 15: Trade Payables		
Dues of micro and small enterprises	229.71	167.29
Other trade payables	3,996.35	4,858.53
Total	4,226.06	5,025.82

Trade payables ageing schedule for the year ended as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	63.37	15.76	-	-	150.57	229.71
(ii) Others	66.36	1,575.13	-	29.60	2,325.26	3,996.36
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Total trade payables	129.74	1,590.89	-	29.60	2,475.83	4,226.06

Trade payables ageing schedule for the year ended as on March 31, 2022

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	9.73	-	-	157.57	167.29
(ii) Others	-	1,838.18	56.81	47.13	2,916.42	4,858.53
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Total trade payables	-	1,847.90	56.81	47.13	3,073.98	5,025.82

Note 16: Other Current Liabilities

Advance from customers	228.22	22.80
Staff related liabilities	62.48	120.46
Statutory liabilities	17.46	26.75
Other Payables	128.30	57.09
Provision for income tax (Net of Advance Tax)	414.27	522.51
Total	850.72	749.61

Note 17: Revenue from Operations

Sale of products	39,559.42	38,436.02
Total	39,559.42	38,436.02

Note 18: Other Income

Interest income	52.07	36.50
Other Income	2.09	4.02
Total	54.16	40.52

Consolidated Notes to Financial Statements for the year ended 31st March 2023

(₹ in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 19: Cost of materials consumed		
Consumption of materials	36,708.13	35,882.26
Total	36,708.13	35,882.26
Note 20: Employee benefits expenses		
Salaries, wages and bonus	570.52	360.66
Contribution to Provident Fund and other Funds	21.53	18.18
Staff welfare Expenses	6.17	2.22
Total	598.22	381.05
Note 21: Finance Cost		
Interest Expenses	929.17	901.75
Other Borrowing costs	59.52	52.10
Total	988.69	953.85

(₹ in lakhs)

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Note 22: Other Expenses		
Power and fuel	17.52	10.98
Rates and taxes	88.02	41.43
Insurance	8.10	5.51
Filing fees	1.90	1.70
Rent expenses	25.11	2.51
Repairs and maintenance	12.69	38.13
Others	6.77	6.17
Office Maintenance Expenses	0.89	45.05
Advertising and sales promotion	128.63	39.82
Membership & subscription Expenses	1.64	20.98
Recruitment charges	3.34	0.28
Local Conveyance	23.34	3.05
Travelling and Marketing Expenses	68.14	49.28
Postage And Telephone Expenses	3.50	2.74
Site office expenses	12.79	15.59
Donation	0.25	0.02
Printing & Stationery Expenses	0.38	1.65
Security Charges	5.04	5.04
Legal and Professional Fees	173.62	129.10
Auditor's Remuneration	33.17	45.00
Miscellaneous Expenses	19.42	52.85
Computer Expenses	1.29	1.37
Total	635.57	518.24

Consolidated Notes to Financial Statements for the year ended 31st March 2023

22. Additional Information to the financial statements

22.1 Contingent Liabilities

a. Claims against company not acknowledged as debts:

(₹ in lakhs)

Particulars	Period to which the amount relates	Forum where the dispute is pending	Amount
Income Tax	F.Y. 2013-14	Assessing Officer	0.42
Income Tax	F.Y. 2020-21	Assessing Officer	4.13
VAT	F.Y. 2013-14	JCT Appeals	23.18
Elecon	2011-12,2012-13,2013-14 & 2014-15	Arbitration	109.74
FL Smidth	2010-11	Mumbai High Court	USD 32.65

b. Guarantees given by the company's bankers: Rs. 821.99 lakhs (P.Y.: ₹ 436.14 lakhs)

22.2 Related Party Disclosures:

a. The names of the related parties and the nature of relationship are as under:

Name of related party	Relation
Ducon Technologies (I) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Cemtrex (India) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Cemtrex Technologies Pvt Ltd	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Ducon Power Systems (I) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Arun Govil Productions Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Arun Govil	Managing Director
Harish Shetty	Director
Chandrasekhar Ganesan	Director
Prakash Vaghela	Director
Ratna Jhaveri	Director
Jinesh Shah	Director
Reema Kiritkumar Shah	Director
Maruti Kishanrao Deore	Director

Consolidated Notes to Financial Statements for the year ended 31st March 2023**b. The material transactions with the related parties are as under:**

(₹ in lakhs)

Name of the Party	Nature of Payment	For the FY 2022-2023	For the FY 2021-2022
Arun Govil	Loan Received (net of repayment)	122.70	2,464.89
Arun Govil	Remuneration	2.40	2.40
Harish Shetty	Remuneration	43.00	25.88
Chandrasekhar Ganesan	Remuneration	24.69	24.64
Ducon Power Systems (India) Pvt Ltd	Advances paid for execution of contract	0.17	0.05
Cemtrex Technologies Pvt Ltd	Advances taken for execution of contract	8.15	13.00
Ratna Jhaveri	Director Siting Fees	0.60	0.60
Prakash L Vaghela	Director Siting Fees	0.60	0.70
Jinesh B Shah	Director Siting Fees	0.60	0.70
Ducon Technologies (I) Private Limited	Advances taken	33.12	7.28

c. The balances with the related parties as on 31st March, 2023 are as under:

(₹ in lakhs)

Name of the Party	As on 31st March, 2023	As on 31st March, 2022
Arun Govil	2,587.60 Cr	2468.89 Cr
Ducon Power Systems (India) Pvt Ltd	3.49 Dr	3.32 Dr
Cemtrex Technologies Pvt Ltd	535.05 Cr	543.85 Cr
Ducon Technologies (I) Private Limited	41.79 Cr	41.01 Cr

22.3 Earnings Per Share (Basic and Diluted):

(₹ in lakhs)

Particulars	As on 31st March, 2023	As on 31st March, 2022
Profit after Tax (Rs. in Lacs)	409.85	443.27
No. of Equity Shares	25,99,40,469	25,56,75,134
Basic Earnings Per Share		
(of paid up value of Re. 1 each)	0.16	0.24
Diluted Earnings Per Share		
(of paid up value of Re. 1 each)	0.16	0.19

22.4 Segmental Reporting

The Company is operating in a single primary segment i.e. EPC business. Accordingly, no segment reporting as per Indian Accounting Standard 108 has been done.

22.5 Foreign Exchange Exposure

The company has not entered in any forward contract for hedging during the year and there are no such contracts outstanding at the end of the year.

22.6 Auditor's Remuneration:

Particulars	For the Financial year ending March 31, 2023	For the Financial year ending March 31, 2022
Statutory Audit Fees	30.17	42.00
Tax Audit Fees	3.00	3.00
Total	33.17	45.00

(excludes applicable taxes thereon)

Consolidated Notes to Financial Statements for the year ended 31st March 2023

22.7 Employee Benefits:

(₹ in lakhs)

Particulars	2022-23		2021-22	
	Gratuity	Leave Salary	Gratuity	Leave Salary
A Reconciliation of Opening and Closing balances of Defined Benefit Obligation				
Present Value of Defined Benefit Obligation as at beginning of the year:	40.83600	7.35075	32.20678	7.19805
Interest Cost	2.89936	0.52190	2.17396	0.48587
Current Service Cost				
Liability Transfer from Ducon Technologies	8.32462	1.56491	6.58923	0.32114
Benefits paid during the year	(4.28200)	(3.04808)	0	(0.61791)
Actuarial (gain)/loss on Defined Benefit Obligation	0.65297	2.96190	(0.13397)	(0.03640)
Present Value of Defined Benefit Obligation as at end of the year:	48.43095	9.35138	40.83600	7.35075
B Reconciliation of opening and closing balances fair value of plan assets				
Fair value of Plan Assets as at beginning of the year	1.31023	-	1.31327	-
Expected Return on Plan Assets for the year	0.11068	-	(0.00304)	-
Contributions made by Employer	3.36876	-	0	-
Benefits paid during the year	(4.28200)	-	0	-
Actuarial gain / (loss) on Plan Assets	0	-	0	-
Fair value of Plan Assets as at end of the year	0.50767	-	1.31023	-
C Reconciliation of fair value of assets and obligations				
Present Value of the Defined Benefit Obligation as at the end of the year	48.43095	9.35138	40.83600	7.35075
Fair Value of Plan Assets as at the end of the year	(0.50767)	0	(1.31023)	0
Liability recognized in Balance Sheet as at the end of the year	47.92328	9.35138	39.52577	7.35075
D Expenses recognized during the year				
Current Service cost	8.32462	1.56491	6.58923	0.32114
Interest cost on obligation	2.89936	0.52190	2.17396	0.48587
Expected return on plan assets	0.11068	0	0.00304	0
Net Actuarial (gain)/loss recognized in the year end	0.65297	2.96190	(0.13397)	(0.03640)
Expenses recognized in the statement of Profit & Loss	11.98763	5.04871	8.63226	0.77061
E Actual Return on plan assets at the year end				
Expected return on Plan Assets	0.11068	-	(0.00304)	-
F Investment Details				
L.I.C Group Gratuity (Cash Accumulation) Policy	100% Invested with L.I.C.		100% Invested with L.I.C.	
G Actuarial assumptions				
Rate of Interest	7.5% p.a.	7.5% p.a.	7% p.a.	7% p.a.
Salary Growth	7.5% p.a.	7.5% p.a.	7.5% p.a.	7.5% p.a.
Withdrawal Rate	1% p.a.	1% p.a.	1% p.a.	1% p.a.
Mortality Table(L.I.C.)	Indian Assured Live Mortality Rate(2012-14)	Indian Assured Live Mortality Rate (2012-14)	Indian Assured Live Mortality Rate (2012-14)	Indian Assured Live Mortality Rate (2012-14)
Retirement Age	60 Years	60 Years	60 Years	60 Years

The estimate of rate of escalation in salary considered in Actuarial valuation, take into account inflation, seniority, promotion, other relevant factors' including supply and Demand in the employment market.

Consolidated Notes to Financial Statements for the year ended 31st March 2023**22.8 Other Notes:**

- a) In the opinion of the Board of Directors, Current Assets, Loans and Advance have the value which these are stated in the Balance Sheet, if realized in the ordinary course of business and the provisions for all known liabilities is adequate and not in excess of or less than the amount reasonably necessary.
- b) The balances of Trade Receivable and Trade Payables are subject to adjustments if any on reconciliation/settlement of respective accounts. However Balances of Trade Receivable and Trade Payables generally stand reconciled based on subsequent realizations and payments.
- c) The Company had allotted 2,36,30,952 Equity Shares via Allotment Committee Resolution passed on 20th April, 2022 to all the Shareholders as on the record date of 19th April, 2022 in the ratio of 1 Equity Share for every 10 Equity Shares.
- d) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Refer Significant Accounting policies and notes to the financial statements

As per our report of even date

For and on behalf of
HITESH SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 103716W

CA Hitesh Shah
Partner
Membership No. 040999
Mumbai,
Date : May 30, 2023

For and on behalf of Board of Directors of
Ducon Infratechnologies Limited

Arun Govil **Harish Shetty**
Managing Director **Executive Whole Time**
DIN: 01914619 **Director & CFO**

Chandrasekhar Ganesan **Darshit Parikh**
Executive Whole Time **Company Secretary**
Director **Membership No: ACS 23805**
DIN: 07144684 **DIN: 07144708**

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If undelivered return to:



CONSISTENCY IN PERFORMANCE

Ducon Infratechnologies Ltd.

Ducon House, Plot No. A/4, Road No. 1, MIDC,
Wagle Industrial Estate, Thane - 400604.