



DUCON INFRA TECHNOLOGIES LIMITED

Regd. Office : Ducon House, A/4, MIDC Wagle Industrial Estate, Road No.1,
Thane (W) – 400 604, India Tel. : 022 41122114 (30 lines) Fax 022 41122115
URL : www.duconinfra.co.in CIN : L72900MH2009PLC191412

September 05, 2019

BSE Ltd. Corporate Relations Department, 1 st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Security Code: 534674	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051 Symbol: DUCON
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Dear Sir,

Sub: Annual Report of Ducon Infratechnologies Limited for Financial Year 2018-2019

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Annual Report of the Ducon Infratechnologies Limited for Financial Year 2018-2019.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

For Ducon Infratechnologies Limited

Darshit Parikh
Company Secretary

Encl.: Copy as above



CONSISTENCY IN PERFORMANCE

DUCON

INFRA TECHNOLOGIES LTD.

**ANNUAL REPORT
2018-19**

DUCON INFRA TECHNOLOGIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Arun Govil	Managing Director
Harish Shetty	Director
Chandrasekhar Ganesan	Director
Viren Shah (Resigned w.e.f. 13.08.2019)	Director
Abhinav Anand	Director
Ratna Jhaveri	Director

Auditors

M/s. Hitesh Shah & Associates
Chartered Accountants
Mumbai

Company Secretary

CS Darshit Parikh

Registrar & Transfer Agents

Bigshare Services Pvt. Ltd.
1st Floor Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai- 400 059.

Principal Bankers

Dena Bank

Registered Office

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

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NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the members of **Ducon Infratechnologies Limited** (CIN:L72900MH2009PLC191412) will be held on Saturday, 28th Day of September, 2019 at 11.00 A.M., at Coral Hall (in basement) Hotel Satkar Grande Wifi Park, Opposite APLAB Company, Wagle Estate, Thane (W) 400604, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, and the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and 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. Arun Govil (Din:01914619), who retires from the office of Managing director by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Arun Govil (Din no.: 01914619) as a Managing Director:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment(s) (including corresponding provisions, if any, of the Companies Act, 1956) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such other consent(s), approval(s), permission(s) as may be necessary in this regard, and as per Article 106 of the Articles of Association of the Company and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s), permission(s) as may be agreed to by Board of Directors (hereinafter referred as board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded for re-appointment of Mr. Arun Govil (Din no. 01914619), as Managing Director of the Company, for a period of 3 (Three) years with effect from September 30, 2019, and he be paid a remuneration in accordance with Schedule V to the Act or any statutory modification(s) or re-enactment thereof as detailed below:

Basic Salary of Rs. 2,40,000/- (Rupees Two Lakh Forty Thousand only) per annum. The quantum of the annual increase will be within prescribed limits of the provisions of Companies Act, 2013 and the same will be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee (NRC Committee) based upon his annual performance evaluation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter or vary the scope of remuneration of Mr. Arun Govil, as Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be necessary, expedient or proper to give effect to the above resolution."

By Order of the Board of Directors
For **Ducon Infratechnologies Ltd.**

Chandrasekhar Ganesan
Director
DIN: 07144708

Harish Shetty
Director
DIN: 07144684

Date: August 31, 2019

Place: Thane

Registered Office

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

CIN No: **L72900MH2009PLC191412**

NOTES:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 of the Notice, is annexed hereto. The relevant details as required under Regulations 26(4) and 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 Annual General Meeting for Item no. 3 is furnished as annexure to the Notice.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
2. At the 8th AGM held on September 29, 2017 the members approved appointment of M/s. Hitesh Shah & Associates, Chartered Accountants Firm (Firm Registration No. 103716W) as Statutory Auditors of the Company to hold office from the conclusion of 8th AGM till the conclusion of the 13th AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of auditors at the 10th AGM.
3. 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 consider dematerialize shares held by them in physical form.
4. Members / Proxies should bring the enclosed attendance slip duly filled in, mentioning details of their DP ID and Client ID/Folio No. for attending the meeting, along with the Annual Report.
5. The proxy holder shall provide his identity proof at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
6. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote in their behalf at the Meeting.
7. 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, the 22nd day of September, 2019 to Saturday, the 28th day of September, 2019. (both days inclusive).
8. 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.
9. Members desirous of getting any information in respect of the content of the annual report are requested to forward the queries to the Company at least 10 days prior to the annual general meeting so that the required information can be made available at the Company.
10. 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.
11. 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.

12. 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.
13. Members are requested 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 electronic form and to the Company's Registrars and Transfer Agents, BSPL in case the shares are held by them in physical form.
14. 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.
15. 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.
16. An annual Listing fee for the year 2019-20 has been paid to all stock exchanges wherein shares of the Company are listed.
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. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.duconinfra.co.in.
19. 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 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services as provided by National Securities Depository Limited (NSDL):
 - (i) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
 - (ii) The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. A Route Map showing directions to reach the venue of 10th Annual General Meeting is annexed in the last page.

The instructions for e-voting are as under:

A. 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/t>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL services 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. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csshrutishah@gmail.com, with a copy marked to evoting@nsdl.co.in.
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) - Shareholders and remote e-voting user manual for members, available at the downloads Section of www.evoting.nsdl.com or toll free no. 1800-222-990 or send a request at evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial username and password is provided
- ii. Please follow all steps from point A above, to cast vote.

C. Other Instructions:

- i. The e-voting period commences on September 25, 2019 (9:00 am IST) and ends on September 27, 2019 (5:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2019, may cast their vote by remote e-voting. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 21, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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" option available on evoting@nsdl.co.in or contact NSDL at the following toll free no. 1800-222-990.
- iv. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Saturday, 21st September, 2019.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- vi. 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.

- vii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- viii. 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.
- ix. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- x. 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 Tenth AGM of the Company on September 28, 2019 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For **Ducon Infratechnologies Ltd.**

Chandrasekhar Ganesan
Director
DIN:07144708

Harish Shetty
Director
DIN:07144684

Date : August 31, 2019

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 of the accompanying Notice dated August 31, 2019.

ITEM NO. 3

In compliance with the provision of Section 196,197,198,203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the Re-appointment of Mr. Arun Govil as a Managing director is now being placed before the members for their approval.

The brief profile of Managing Director is as under: Mr. Arun Govil is the Chairman of Ducon Group USA. Ducon Group is involved in energy, environment, electronics & infrastructure fields globally. He has single handedly built the Ducon Group from a one man outfit to a global Company in 33 years. He is a dynamic explorer of new vistas of enterprising life and is able to always maintain his own focus with positive attitude regardless of setbacks in life.

Further, Mr. Govil has been re-appointed as the Managing Director of the Company for a period of Three years with effect from September 30, 2016, subject to the approval of the Members of the Company at ensuing Annual General Meeting and the approval of the Central Government, if any. The Company has received from a Member the notice under Section 160 of the Act proposing the candidature of Mr. Arun Govil for the office of director.

Details of Mr. Arun Govil are provided in the "Annexure" to the Notice pursuant to the provisions of (i) 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.

The Board recommends the resolution at item No. 3 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 3 of the Notice except Mr. Arun Govil.

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. Arun Govil
Director Identification Number (DIN)	01914619
Date of Birth	07/09/1955
Date of First Appointment on Board	29/09/2015
Experience in functional Area	Chairman of Ducon Group USA. Ducon Group is involved in energy, environment, electronics & infrastructure fields globally. He has single handedly built the Ducon Group from a one man outfit to a global Company in 33 years. He is a dynamic explorer of new vistas of enterprising life and is able to always maintain his own focus with positive attitude regardless of setbacks in life.
Qualification	Engineer
Directorship in other Companies (Public Limited Companies)	Please refer Corporate Governance Report section of the Annual Report 2018-19
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. 2018-19	
Remuneration Proposed	Rs. 2,40,000
Remuneration Paid	Rs. 2,40,000
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.
Terms and conditions of re-appointment alongwith details of remuneration sought to be paid	The re-appointment is for a term of 3(three) years commencing from September 30, 2019. Details of remuneration sought to be paid is provided in Resolution for Item no.3 of the notice.

Date: August 31, 2019

Place: Thane

By Order of the Board of Directors
For Ducon Infratechnologies Ltd.

Registered Office

Ducon House, Plot No. A/4, Road No. 1,
MIDC, Wagle Industrial Estate, Thane-400604.
CIN No: **L72900MH2009PLC191412**

Chandrasekhar Ganesan
Director
DIN: 07144708

Harish Shetty
Director
DIN: 07144684

DIRECTORS' REPORT

Your Directors are pleased to present the **Tenth** Annual Report of your Company for the period ended March 31, 2019.

1. Financial Highlights

(Rs. in Lakhs)

Particulars	Year ended 31/03/2019	Year ended 31/03/2018
Gross Income	39511.73	41,595.47
Profit Before Interest and Depreciation	1905.95	1,132.40
Finance Charges	1015.2	700.60
Profit before Depreciation	890.75	431.84
Provision for Depreciation	71.03	80.78
Net Profit Before Tax	819.72	351.06
Provision for Tax	186.3	117.77
Net Profit After Tax	633.41	233.29
Other Comprehensive Income	(0.24)	(4.77)
Total Comprehensive Income after Tax	633.17	228.52
Balance of Profit brought forward	1226.52	998.00
Income Tax Earlier Year	92.4	(3.89)
Balance available for appropriation	1859.69	1222.63

2. Management Analysis and Discussions

Discussion on financial performance with respect to operational performance

During the year, your Company earned total revenues of Rs. 39511.73 lacs compared with Rs. 41595.47 lacs during the previous year, reflecting a growth of (5%) over the previous year. The profit before tax stood at Rs. 819.72 lacs as compared to Rs. 351.06 lacs in the previous year. The Company has made a provision of tax totaling to Rs.186.3 lacs and the profit after tax stood at Rs. 633.17 lacs for the current year. The Operating Profit (earnings before depreciation and interest and tax) to Rs. 1905.95 lacs from Rs.1132.40 lacs.

Review of Operations- Engineering, Procurement and Construction - EPC and 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.

As per the implementation plan prepared by Central Electricity Authority (CEA), the existing TPPs are required to comply with the new emission standards by the year 2022.

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.

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 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.

- ❖ 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.
- ❖ 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.
- ❖ India's first ever Dual Alkali Scrubber for Sterlite Copper, Toothukudi, Tamilnadu is provided by Ducon
- ❖ India's first ever FGD system for Glass Furnace at Saint Gobain Glass, Sriperumbudur, Tamilnadu 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 throughputs 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
- Transhipment 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 Economiser / 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 First ever Pipe Conveyor in Aluminium Industry at Hindalco Industries Limited – Mahan Aluminium, Singrauli, Madhya Pradesh and Aditya Aluminium, Lapanga, Orissa.

Rural and Urban Electrification Projects

In December 2014, Ministry of Power launched the Deen Dayal Gram Jyoti Yojana (DDUGJY) which subsumed RGGVY. The main object of the scheme was to ensure 100% rural electrification on 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 DDUGJY 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.

Digital and Information Technology

Information Technology prompted and shaped industrial growth and transformed the lifestyle of the citizens. The year under review continues to be the tough one. The year witnessed moderate growth in Global demand of IT products reflecting broad pricing pressures, government spending constraints from continued fiscal challenges, data center consolidation enabled by virtualization, accelerating cloud adoption and a shift toward lower-cost hardware products. In India although the sentiment continues to be positive, demand on the ground has not picked across product categories. From an IT products standpoint, the market remains sluggish. Projects, essentially driven out of investment in infrastructure by government and corporates, have slowed down and only old projects are being executed. Your Company has demonstrated its high adversity quotient and its capacity for implementing differentiated strategic solutions.

Your company's IT segment currently only deals with network and hardware solutions, marketing initiatives, distribution, volume procurement and end to end technical support. Your company remains committed to bring technological expertise and experience in areas of industrial, infrastructure and digital space. Your company has also decided to selectively focus on areas in online ecommerce in India and abroad. The proposed move to services and platforms in the IT business is expected to see the Company gain traction in this segment in future.

With growing dependence on IT, thanks to the Internet and mobility, uptime of devices be it PCs, Tablets or Smartphones, and enterprise assets like networking devices, servers and storage which support them, has become critical for running business applications and maintaining operational efficiencies. User organizations have therefore time and again necessarily refurbished their IT hardware from a plethora of vendors ending up with products from multiple brands. To complicate matters further, rapid strides in technology have successfully shortened product life cycles and put tremendous strain on parts availability for maintenance of assets beyond service life. Managing the uptime of heterogeneous IT hardware is therefore a huge challenge for user companies. Your company is looking to tap this into a big opportunity and offer single window SLA bound AMC service for heterogeneous hardware, which spans PCs, peripherals, and enterprise assets. Your Company's investment and engagement over the years has enabled it to develop a strong foothold catering to Enterprise & Infrastructure projects.

Strengths

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 strengths have enabled your Company to successfully articulate its various differentiated value propositions in the markets in which it operates. 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 the complete solutions in its EPC and IT segments. The strength of your Company is its core technology FGD, for which it is known for and ofcourse 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 strategy is to engage with these clients on regular basis. The company expands existing client relationships by providing them with a broad set of end-to-end service offerings and increase the size, nature and number of projects they do with them.

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 places to us in a unique position to take advantage of the opportunities available.

Quality

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. You 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. 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. 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. Several initiatives have been taken to implement result oriented quality management models.

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

With our experience and expertise, we believe that we are strategically placed in our business segments. Our diversification strategy continues to provide us with new growth opportunities. 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 and in IT sector, 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. The focus of the Traditional IT service providers is slowly moving towards industry focused business solutions and digital-business enablement. As companies recognize the critical role of technology as an enabler to their business, the number of in-house technology centres 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

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. Important factors that could influence the Company's operations include change in government regulations, tax laws, increased competition, economic and political developments.

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 and IT 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.

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. 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'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 consider it prudent and recommend not declaring any dividend for the year ended March 31, 2019.

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

The Provisions of Sec.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 and 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

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.

There are no significant and material orders passed by the Regulators or courts or tribunals impacting the going concern status and company's operations in future, except for the order passed by National Company Law Tribunal, Mumbai Bench on March 15, 2018 for approving the Scheme of Arrangement for the Demerger under Sections 230 to 232 of the Companies Act, 2013 between Ducon Technologies (India) Private Limited (Demerged Company) & Ducon Infratechnologies Limited (Formerly Known as Dynacons Technologies Limited) (Resulting Company) & their respective shareholders and creditors. The Company announced April 26, 2018 as effective date for the said Scheme.

The Company had allotted 2,62,52,017 equity shares pursuant to the Scheme of Amalgamation between Ducon Infratechnologies Limited and Ducon Technologies (I) Private Limited and Trading approval for the same had been received from National Stock Exchange of India Limited and BSE Limited on July 23, 2018.

Mr. Arun Govil had invoked 20,64,324 shares from June 20, 2019 to June 27, 2019 and his shareholding as on the date of Directors Report is 7,13,78,245 shares i.e. 68.19% of the total share capital of the Company.

Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee.

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

The Company has a wholly-owned subsidiary at USA named "Ducon Combustion Equipment Inc." as on 31.03.2019. The same was incorporated on 04th December, 2017 at Newyork, USA with the objects to sell diversified combustion and power products.

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

The Auditors' Report to the members on the Accounts of the Company for the financial year ended 31st March, 2019 does not contain any qualifications, reservations or adverse remarks. However the auditors have given observation/emphasis on matter, the details of which are provided below alongwith management's reply:

Emphasis on Matter

The Company has made investments in equity shares of a private limited company aggregating to Rs. 500.00 lakhs as on March 31, 2019 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, the management is of the opinion that since the audited financials of the private limited company is not finalized as on the date of audit and also keeping in view their long term business synergy and potential, it has been decided to value such investments at cost as on the year ended March 31, 2019.

Board's Response: The Board is of the opinion that since the audited financials of the private limited company is not finalized as on the date of audit and also keeping in view their long term business synergy and potential, it has been decided to value such investments at cost as on the year ended March 31, 2019.

The Secretarial Audit report does not contain any qualification, reservation or adverse remark however contains the following observation from Secretarial Auditor,

The Company had during the Board Meeting held on May 30, 2019, approved Audited financial results for the year ended on March 31, 2019 and identified that the provisions of Section 135 of the Companies Act, 2013 for Corporate Social Responsibility(CSR) are applicable to the Company from F.Y.2018-19. The Board had informed that they have taken steps to comply with the provisions of Companies Act,2013 and rules framed thereunder by forming CSR Committee and framing CSR policy, initiatives have been taken for project identification for spending the amount for CSR Activities.

Board's Response: The Board has taken steps to comply with the provisions of Companies Act, 2013 and rules framed thereunder by forming CSR Committee and framing CSR policy and initiatives have been taken for project identification for spending the amount for CSR Activities.

9. Directors and Key Managerial Personnel

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Company.

Mr. Arun Govil, Managing Director retires by rotation and being eligible, has offered himself for re-appointment. The Board recommends the resolutions for your approval for the above appointment.

The Board of Directors re-appointed Mr. Arun Govil, as Managing Director, for a further period of Three years with effect from September 30, 2019, subject to approval of members at the ensuing 10th AGM.

The above appointment/re-appointment by the Board of Directors are based on the recommendation of the Nomination and Remuneration Committee. The resolutions for aforementioned appointment/re-appointment and for payment of remuneration to Managing Director together with requisite disclosures are set out in the Notice of the ensuing 10th AGM. The Board recommends all the resolutions for your approval.

Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee.

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

10. Auditors

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 2017. 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 8th AGM held on September 29, 2017.

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.

Auditors Report

The Auditors' Report does not contain any qualification. However the auditors have given observation/emphasis on matter, the details of which are provided in Point no. 8 of Directors Report. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

11. Scheme of Arrangement

During the year under review, National Company Law Tribunal, Mumbai Bench, on March 15, 2018, had passed an order for approving the Scheme of Arrangement for the Demerger under Sections 230 to 232 of the Companies Act, 2013 between Ducon Technologies (India) Private Limited (Demerged Company) & Ducon Infratechnologies Limited (Formerly Known as Dynacons Technologies Limited) (Resulting Company) & their respective shareholders and creditors. The Company announced April 26, 2018 as effective date for the said Scheme.

The Company had allotted 2,62,52,017 equity shares pursuant to the Scheme of Amalgamation between Ducon Infratechnologies Limited and Ducon Technologies (I) Private Limited and rading approval for the same had been received from National Stock Exchange of India Limited and BSE Limited on July 23, 2018.

12. 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.

13. 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.

14. Familiarization Program for Independent Directors

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

15. 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.

16. Documents Placed on the Website

The following documents have been placed on the website in compliance with the Act

- 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 Announcements
- Annual Reports
- Shareholding Pattern
- Code of Conduct
- Corporate Governance
- Nomination and Remuneration Policy

17. 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. 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. 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 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.

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.

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.

18. 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.

19. 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:

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with no material departures;
- ii) 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;
- iii) 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;
- iv) The Directors had prepared the annual accounts on a going concern basis; and
- v) 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.
- vi) 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.

20. Share Capital

The paid up Equity Share Capital as on 31st March, 2018 was Rs.7,84,23,100 divided into 7,84,23,100 Equity shares of Re.1/- each which has increased to Rs. 10,46,75,117 divided into 10,46,75,117 Equity shares of Re.1/- each as on 31st March, 2019, since the Company had allotted 2,62,52,017 equity shares pursuant to the Scheme of Amalgamation between Ducon Infratechnologies Limited and Ducon Technologies (I) Private Limited and Trading approval for the same had been received from National Stock Exchange of India Limited and BSE Limited on July 23, 2018.

21. 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 has granted 15,68,462 Employee Stock Options exercisable into equity shares on July 10, 2017 by passing Special Resolution through postal ballot, however, no ESOP were allotted by the Company till date.

22. 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.

23. Number of Meetings of the Board

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

24. 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.

25. 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.

26. Composition of Audit Committee

The Audit Committee which comprises of three directors namely, Mr. Harish Shetty, *Mr. Viren Shah and Ms. Ratna Jhaveri.

Note:*Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee.

27. 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.

28. 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.

29. Corporate Social Responsibility

The Company has constituted a Corporate Social Responsibility Committee as per Section 135(1) of the Companies Act, 2013. The composition of CSR Committee and terms of reference are provided in Corporate Governance Report. The CSR policy is uploaded on the Company's website at www.duconinfra.co.in. The CSR Report for the Financial Year 2018-19 is annexed to this report as Annexure-V.

30. Credit Rating

Your Directors have pleasure to inform that Care 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. Care Ratings has assigned B+; Stable rating to our Company for Long Term Bank facilities for a total amount of Rs 57.00 Crore. Care has also assigned A4 rating for the Short term bank facilities of the Company up to Rs. 55.00 Crore.

31. 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 IV.

32. Relationship between Directors Inter se

None of the Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

33. 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.

34. Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 as a part of this Annual Report as Annexure-I. The same is also available on the website of the company at the web link: <http://duconinfra.co.in/investors/>

35. 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 2018-19. The Company provides all the assistance and facilities to the Secretarial Auditor for conducting their audit. Report of Secretarial Auditors for the F.Y 2018-19 in Form MR-3 is annexed to this report as Annexure-II.

36. 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.

37. 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-III.

38. 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 Company has not received any complaint of harassment.

39. 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, 2019 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)

40. 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

Chandrashekhar Ganesan
Director
Din no.: 07144708

Harish Shetty
Director
Din no.: 07144684

Date: August 31, 2019

Place: Thane

Annexure I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2019****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L72900MH2009PLC191412
2.	Registration Date	02/04/2009
3.	Name of the Company	DUCON INFRA TECHNOLOGIES LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON-GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	DUCON HOUSE, PLOT NO. A/4, ROAD NO. 1, MIDC, WAGLE INDUSTRIAL ESTATE, THANE 400604.
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED, 1 ST FLOOR ,BHARAT TIN WORKS BUILDING, OPP. VASANT OASIS, MAKWANA ROAD, ANDHERI – EAST, MUMBAI – 400059 Email Id: rajeshm@bigshareonline.com Tel No.: 022-62638200/206
8.	E-mail Id	cs@duconinfra.co.in
9.	Telephone number	022-41122115

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer Systems & Information Technology Products.	6202	10%
2	Installation of industrial machinery and equipment	3320	90%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]]

SN	Name and Description of main products / services	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE
1	Ducon Combustion Equipment Inc.	5244185	Subsidiary

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total A (1)	0	0	0	0	0	0	0	0	0
(2) Foreign									
a) Individuals (Non-Resident Individuals/Foreign Individuals)	47190552	0	47190552	60.17	73442569	0	73442569	70.16	9.99
b) Bodies Corporate	0	0	0	0	0	0	0	0	0
c) Institutions	0	0	0	0	0	0	0	0	0
d) Any Other (Specify)	0	0	0	0	0	0	0	0	0
Sub Total A2	47190552	0	47190552	60.17	73442569	0	73442569	70.16	9.99
Total Shareholding of Promoter Group A(1+2)	47190552	0	47190552	60.17	73442569	0	73442569	70.16	9.99
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	113688	0	113688	0.14	7980	0	7980	0.01	(0.13)
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	113688	0	113688	0.14	7980	0	7980	0.01	(0.13)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1889337	0	1889337	2.41	1601010	0	1601010	1.53	(0.88)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	23670299	305840	23976139	30.57	19239471	302690	19542161	18.67	(11.90)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3308597	0	3308597	4.22	8257335	0	8257335	7.89	3.67
c) Others (specify)	1944787	0	1944787	2.48	1824062	0	1824062	1.74	(0.74)
Non Resident Indians	1342079	0	1342079	1.71	1422068	0	1422068	1.36	(0.35)
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	587858	0	587858	0.75	397544	0	397544	0.38	(0.37)
Trusts	500	0	500	0	500	0	500	0	0
Foreign Bodies -D R	0	0	0	0	0	0	0	0	0
Partnership Firm	200	0	200	0	200	0	200	0.00	(0.00)
Corporate Body NBFC	14150	0	14150	0.02	3750	0	3750	0.00	(0.02)
Sub-total (B)(2):-	30813020	305840	31118860	39.68	30921878	302690	31224568	29.83	(9.85)
Total Public Shareholding (B)=(B)(1)+(B)(2)	30926708	305840	31232548	39.83	30929858	302690	31232548	29.84	(9.99)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	78117260	305840	78423100	100.00	104372427	302690	104675117	100.00	0.00

Mr. Arun Govil's 20,64,324 shares were invoked from June 20,2019 to June 27,2019 and his shareholding as on the date of Directors Report is 7,13,78,245 shares i.e. 68.19% of the total share capital of the Company.

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	# Arun Govil	47190552	60.17%	1.91%	73442569	70.16%	6.81%	9.99%

#Mr. Arun Govil's 20,64,324 shares were invoked from June 20,2019 to June 27,2019 and his shareholding as on the date of Directors Report is 7,13,78,245 shares i.e. 68.19% of the total share capital of the Company.

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Name of Promoter	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1	# Arun Govil	At the beginning of the year	47190552	60.17	47190552	60.17
		Increase	26252017	9.99	26252017	9.99
		At the end of the year	73442569	70.16	73442569	70.16

#Mr. Arun Govil's 20,64,324 shares were invoked from June 20,2019 to June 27,2019 and his shareholding as on the date of Directors Report is 7,13,78,245 shares i.e. 68.19% of the total share capital of the Company.

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Name of the shareholder	Shareholding at the beginning of the year as on 1.4.2018		Change in share-Holding during the year		Shareholding at the end of the year as on 31.3.2019	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Rajeshkumar P. Jain	716470	0.68	(663726)	(0.63)	52744	0.05
2.	Kamal Visaria	435899	0.42	0	0	435899	0.42
3.	Vishal Girishchandra Chapper	293873	0.28	(10000)	(0.01)	283873	0.27
4.	Darshan Subhash Karandikar	273478	0.26	19315	0.02	292793	0.28
5.	Yogesh Chandrakant Asher	152143	0.15	127593	0.12	279736	0.27
6.	Rajshree Kishore Kajaria	278006	0.27	0	0.00	278006	0.27
7.	Ajith P Mathew	271183	0.26	0	0.00	271183	0.26
8.	Prafulchandra Jamnadas Thakkar	226044	0.22	18253	0.01	244297	0.23
9.	Mahaveer B N	70000	0.07	169999	0.16	239999	0.23
10.	Gurudev Singh Pallah	254070	0.24	112710	0.11	366780	0.35
11.	Adroit Financial Services Pvt Ltd	209645	0.20	(169684)	(0.16)	39961	0.04
12.	Dinesh Kumar Goyal	180000	0.17	0	0.00	180000	0.17

The above details are given as on 31st March, 2019. The Company is listed and 99.71% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders are due to market operations. Further, the Company had allotted 2,62,52,017 equity shares pursuant to the Scheme of Amalgamation between Ducon Infratechnologies Limited and Ducon Technologies (I) Private Limited and trading approval for the same had been received from National Stock Exchange of India Limited and BSE Limited on July 23, 2018.

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the shareholder	Shareholding at the beginning of the year as on 1.4.2018		Change in share-Holding during the year		Shareholding at the end of the year as on 31.3.2019	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	# Mr. Arun Govil (Managing Director)	47190552	60.17	26252017	9.99	73442569	70.16
2.	Mr. Harish Shetty (Director)	0	0	0	0	0	0
3.	Mr. Chandrasekhar Ganesan (Director)	0	0	0	0	0	0
4.	*Mr. Viren Shah (Director)	0	0	0	0	0	0
5.	Mr. Jitesh jain (Director)	0	0	0	0	0	0
6.	Mr Abhinav Anand (Director)	0	0	0	0	0	0
7.	Ms. Ratna Jhaveri (Director)	0	0	0	0	0	0

Note-* Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee.

#Mr. Arun Govil's 20,64,324 shares were invoked from June 20,2019 to June 27,2019 and his shareholding as on the date of Directors Report is 7,13,78,245 shares i.e. 68.19% of the total share capital of the Company.

F) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment. :

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	545414000	382436000	-	927850000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	545414000	382436000	-	927850000
Change in Indebtedness during the financial year				
* Addition	28197946	138676422	-	166874368
* Reduction	-	-	-	-
Net Change	28197946	138676422	-	166874368
Indebtedness at the end of the financial year				
i) Principal Amount	573611946	521112422	-	1094724368
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	573611946	521112422	-	1094724368

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A.** Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Total Amount
		Mr. Arun Govil
1	Gross salary	240000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit - others, specify...	
5	Others, please specify	-
	Total (A)	240000
	Ceiling as per the Act	-

B. Remuneration to other directors- Sitting Fees

The details of sitting fees/remuneration paid to the Directors during the year 2018-2019 are as under:

Sr. No.	Name of the Director	Sitting Fees for attending Meeting (Rs.)	Salary & Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)
1	*Mr. Viren Shah	30000	0	0	30000
2	Mr. Abhinav Anand	30000	0	0	30000
3	Ms.Ratna Jhaveri	30000	0	0	30000

During the year 2018-2019, the Company paid sitting fees of Rs.90,000/- to its Non-Executive Directors for attending meetings of the Board and Meeting of Committees of the Board for the F.Y. 2018-2019. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the Meetings.

Note-* Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	853080	2633800	3486880
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	Others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	853080	2633800	3486880

Mr. Harish Shetty is CFO of the Company. His salary is shown in para XIA of the form as salary of CFO.

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Annexure II 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, 2019

To,
The Board of Directors,
DUCON INFRATECHNOLOGIES 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 Infratechnologies 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, 2019 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, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 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 during the financial year under review;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back/ propose to buyback 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 issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements 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.

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, mentioned above subject to the following observation:

The Company had during the Board Meeting held on May 30, 2019, approved Audited financial results for the year ended on March 31, 2019 and identified that the provisions of Section 135 of the Companies Act, 2013 for Corporate Social Responsibility (CSR) are applicable to the Company from F.Y.2018-19. The Board had informed that they have taken steps to comply with the provisions of Companies Act, 2013 and rules framed thereunder by forming CSR Committee and framing CSR policy, initiatives have been taken for project identification for spending the amount for CSR Activities.

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 notice was 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 (except for the additional fees paid by the Company for delay in filing of the necessary e-Forms with the Ministry of Corporate Affairs, wherever required)

I further report that during the audit period the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines:

During the audit period, National Company Law Tribunal, Mumbai Bench on March 15, 2018 had passed an order for approving the Scheme of Arrangement for the Demerger under sections 230 to 232 of the Companies Act, 2013 between Ducon Technologies (India) Private Limited (Demerged Company) & Ducon Infratechnologies Limited (Formerly known as Dynacons Technologies Limited)(Resulting Company) & their respective shareholders and creditors. The Company announced April 26, 2018 as effective date for the said scheme. The Company had allotted 2,62,52,017 equity shares pursuant to the Scheme of Amalgamation between Ducon Infratechnologies Limited and Ducon Technologies (I) Private Limited and trading approval for the same had been received from National Stock Exchange of India Limited and BSE Limited on July 23, 2018.

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

Gaurang Shah
Practising Company Secretary
ACS No: 32581
C P No.: 11953

Date : August 31, 2019

Place: Mumbai

Annexure A

To
The Board of Directors,
Ducon Infratechnologies 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
Practising Company Secretary
ACS No: 32581
C P No.: 11953

Date : August 31, 2019
Place: Mumbai

Annexure III to the Directors' Reports

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 March 31, 2019, which were not at arm's length basis.

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

There are no material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2019.

For **Ducon Infratechnologies Ltd.**

Chandrashekhar
Director
Din no.: 07144708

Harish Shetty
Director
Din no.: 07144684

Date: August 31, 2019

Place: Thane

ANNEXURE IV 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	31.80
Harish Shetty	348.98
Chandrasekhar Ganesan	348.98

- (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	NIL
Harish Shetty	12%
Chandrasekhar Ganesan	12%

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

- (d) **The number of permanent employees on the rolls of company: 57**

- (e) **The explanation on the relationship between average increase in remuneration and company performance;**

On an average, employees received an increase of 5%. The increase in remuneration is in line with the market trends. 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 2018-19 (aggregated)	63.61
Revenue from operations	39425.89
Remuneration (as % of revenue)	0.16%
Profit before tax (PBT)	819.72
Remuneration (as % of PBT)	7.76%

- (g) **Variations in the market capitalisation 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 %
		31st March, 2019	31st March, 2018	
Closing rate of share at BSE	₹	12.06	30.10	(60)%
Closing rate of share at NSE	₹	12.1	30.20	(60)%
EPS(consolidated)	₹	0.60	0.30	100%
Market capitalization	₹/Lakhs			60%
BSE		12561	31402	(60)%
NSE		12561	31402	(60)%
Price Earnings Ratio	Ratio			
BSE		20	100.30	500%
NSE		20	100.66	500%

- (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**

The average increase in salaries of employees other than managerial personnel in 2018-19 was 13% p.a. Percentage increase in the managerial remuneration for the year was 12%

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

Particulars	Chief Executive Officer	Chief Executive Officer	Company Secretary
	Rs. /Lakhs	Rs./Lakhs	Rs./Lakhs
Remuneration	Nil	26.33	8.53
Revenue from operations	Nil	1,386.76	39425.80
Remuneration (as % of revenue)	Nil	1.9%	0.023%
Profit before Tax (PBT)	Nil	819.72	819.72
Remuneration (as % of PBT)	Nil	3.21%	1.04%

- (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 endeavors to attract, retain, develop and motivate a 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 lakh 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 **Ducon Infratechnologies Ltd.**

Chandrashekhar Ganesan
Director
Dn no.: 07144708

Harish Shetty
Director
Din no.: 07144684

Date: August 31, 2019

Place: Thane

Annexure V**REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2018-19**

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 Executive and Non-Executive Director with the Chairman being an Independent Director. The committee is chaired by Mr. Abhinav Anand. The following are the members of the committee:-

Name of the Director	Category
Mr. Abhinav Anand	Non-Executive & Independent Director
Mr. Harish Shetty	Executive Director
Mr. Chandrasekhar Ganesan	Executive Director

4. Average net profit of the company for last three financial years: Rs. 5,47,46,580.00
5. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):Rs. 10,94,932/-
6. Details of CSR spent during the financial year 2018-19.
 - (a) Total amount spent in the financial year: Nil
 - (b) Amount unspent, if any:- Rs. 10,94,932/-
 - (c) Manner in which the amount spent during the financial year:- N.A.
7. 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 had during the Board Meeting held on May 30, 2019, approved Audited financial results for the year ended on March 31, 2019 and identified that the provisions of Section 135 of the Companies Act, 2013 for Corporate Social Responsibility(CSR) are applicable to the Company from F.Y.2018-19.Hence, the Board has taken steps to comply with the provisions of Companies Act,2013 and rules framed thereunder by forming CSR Committee and framing CSR policy, initiatives have been taken for project identification for spending the amount for CSR Activities.

8. 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 **Ducon Infratechnologies Ltd.**

Chandrashekhar Ganesan
Director
Din no.: 07144708

Harish Shetty
Director
Din no.: 07144684

Date: August 31, 2019

Place: Thane

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019.

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 endeavored to practice good Corporate Governance. The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders.

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. 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').

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company had executed fresh Listing Agreements with the Stock Exchanges. The Company is in compliances of the remaining part of regulation 17 to 27 read with Schedule V and clauses (b) to (k) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance. The policies and the code are reviewed periodically to ensure their continuing relevance, effectiveness and responsiveness to the needs of our stakeholders.

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.

BOARD MEETING AND PROCEDURES

The detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s).

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/tele conferencing to enable them to participate effectively in the Meeting(s), as and when required.

Six Board Meetings were held during the year 2018-2019. The Board Meetings are held at the Registered Office of the Company.

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

May 30, 2018, August 14, 2018, August 30, 2018, November 14, 2018, February 14, 2019 and March 30, 2019

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, 2019, 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. 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 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. The Board exercises its duties with care, skill and diligence and exercises independent judgment. It sets strategic goals and seeks accountability for their fulfillment. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfills 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.

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.

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 meetings.

The Company has an Executive Chairman and the numbers of Independent Directors are half of the total number of Directors. The Company, therefore, can meet with the requirements of Regulation 17 (1) (a) & (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.

As required under Section 149(3) of the Companies Act, 2013, Ms. Ratna Jhaveri, a lady Director, has been appointed as an Independent Director on the Board.

Composition and category

The present strength of Board of Directors is Five. The Board of Directors of your Company presently comprise of an Executive Chairman, Two Executive Directors, Two Non-Executive and Independent Directors. The Independent Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations and decisions of the Board.

The following table gives details of composition of the Board of Directors 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	Memberships in Audit / Stakeholders Relationship Committee	Chairmanship in Audit / Stakeholders Relationship Committee	Category of directorship and Names of listed entities where person is a director
Mr. Arun Govil DIN: 01914619	Managing Director	Yes	1	0	0	0	Nil
*Mr. Viren C. Shah DIN: 02886221	Non-Executive & Independent Director	No	4	1	4	1	Non-Executive Independent Director 1. Dynacons Systems & Solutions Limited
Mr. Harish Shetty DIN: 07144684	Executive Director & Chief Financial Officer	Yes	6	0	1	0	Nil
Mr. Chandrasekhar Ganesan DIN: 07144708	Executive Director	Yes	6	0	1	0	Nil

Mr. Abhinav Anand DIN: 07732241	Non-Executive & Independent Director	No	5	2	3	1	Non-Executive Independent Director 1. Aryaman Financial Services Limited 2. Harish Textile Engineers Limited
Ms. Ratna Jhaveri DIN: 07732263	Non-Executive & Independent Director	No	5	2	3	2	Non-Executive Independent Director 1. Mahesh Developers Limited 2. Harish Textile Engineers Limited

Note: #Memberships/Chairmanships in Audit Committee and Shareholders'/Investors' Grievance Committee of Indian public limited companies have been considered. Other directorships excludes his/her Directorships in the Company, directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act.

The Number of Directorships and the positions held on Board, Committees by the Directors are in conformity with the limits on the number of Directorships and Board committee positions as laid down in the Act and the Listing Agreement and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. During the year 2018-2019, information as mentioned in schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

* Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee

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

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.

Sr. No.	Name of the Director & Designation	Core skills/expertise/competencies
1.	Mr. Arun Govil Managing Director	Chairman of Ducon Group USA. Ducon Group is involved in energy, environment, electronics & infrastructure fields globally. He has single handedly built the Ducon Group from a one man outfit to a global Company in 33 years. He is a dynamic explorer of new vistas of enterprising life and is able to always maintain his own focus with positive attitude regardless of setbacks in life.
2.	*Mr. Viren Shah Non-Executive & Independent Director	Mr. Shah has 26 years of wide experience across a variety of industries & expertise in Systems Analysis, Design & Administration. He is a Post Graduate in Computer and Systems management & holds a Certificate in Oracle/ SQL & RDBMS Concepts.

3.	Harish Shetty Executive Director & Chief Financial Officer	Having more than 2 decades of experience in accounts, finance and Taxation. Headed the accounts and finance functions of companies across manufacturing, service and EPC sectors. He has thorough knowledge of handling multistate operations and ensuring statutory compliance.
4.	Mr. Chandrasekhar Ganesan Executive Director	Began career with Philips India Ltd and served for 8 ¼ years in Industrial Projects & Automation division and later served for 14 ½ years with Sanmar Engineering Services in Industrial Projects division. Mr. Ganesan has extensively travelled and possesses 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.
5.	Mr. Abhinav Anand Non- Executive & Independent Director	Mr. Abhinav Anand is a Qualified LLB and having experience in various areas of Corporate Law, Trademark, Contract Law, Constitutional Law.
6.	Ms. Ratna Jhaveri Non- Executive & Independent Director	Post Graduate in finance and having experience in Accounts, Audit and Taxation. Wide experience in the financial service and insurance industry.

Note-* Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee

Pursuant to Clause C(2)(i) 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.

3. AUDIT COMMITTEE

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 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. The members of the Audit Committee and their attendance at committee meetings are as under:

Name of the Director	Category	No. of Meetings attended
*Mr. Viren Shah	Non-Executive & Independent Director	5
Ms. Ratna Jhaveri	Non-Executive & Independent Director	5
Mr. Harish Shetty	Executive Director	6

Note- * Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee

The Committee is presently chaired by Ms. Ratna Jhaveri. Post Graduate in finance and having experience in Accounts, Audit and Taxation. All the members of the Committee except Harish Shetty are Independent Directors having knowledge of Finance, Accounts and Company Law.

The Audit Committee met **Six** times during the financial year 2018-2019 on the following date:

May 30, 2018, August 14, 2018, August 30, 2018, November 14, 2018, February 14, 2019 and March 30, 2019.

The terms of reference of the Audit Committee includes:-

- Recommending the appointment and removal of statutory auditor, fixation of audit fee 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.
 - 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.
- To ensure proper disclosure in the Quarterly, Half yearly and Annual Financial Statements.
- 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, experience & background etc. of the candidate.
- Review and monitor the Auditor's independence, performance and effectiveness of audit process.

4. NOMINATION AND REMUNERATION COMMITTEE

Brief description of terms of reference

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 Nomination and Remuneration committee consists of Non-Executive Directors with the Chairman being an Independent Director. The members of Committee were Mr. Abhinav Anand, Mr. Viren Shah and Ms. Ratna Jhaveri.

The Committee is chaired by *Mr. Viren Shah. The Nomination and Remuneration committee met once during the year. Company Secretary of the Company acted as the Secretary to the Committee.

The terms of reference of the NRC, is uploaded on the Company's web site at <http://duconinfra.co.in/wp-content/uploads/2016/08/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-à-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 members of the Nomination and Remuneration Committee and their attendance at committee meetings are as under:

Name of the Director	Category	No. of Meetings attended
Mr. Viren Shah	Non-Executive & Independent Director	1
Ms. Ratna Jhaveri	Non-Executive & Independent Director	1
Mr. Abhinav Anand	Non-Executive & Independent Director	1

Note: *Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee.

Name of Director	Position	Salary
Mr. Arun Govil	Managing Director	Nil
Mr. Harish Shetty	Executive Director and Chief Financial Officer	Rs. 26,33,000
Mr. Chandrasekhar Ganesan	Executive Director	Rs. 26,33,000

The Company has not issued any Stock options to the Directors. Independent Directors of the Company have disclosed that they do not hold any Equity Shares of the Company. There has been no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company during the year under review.

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 of the Act.

Terms of reference

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending and redressal of the grievances of the security holders of the Company.

Functions

The Shareholders Relationship Committee is chaired by Mr. Viren Shah. Mr. Darshit Parikh, Company Secretary of the Company is the Compliance Officer of the Company. The composition of the committee constituted and details of the meetings attended by the Directors are given below:

Name of the Director	Category	No. of Meetings attended
Mr. Chandrasekhar Ganesan	Executive Director	3
*Mr. Viren Shah	Non-Executive & Independent Director	3
Mr. Abhinav Anand	Non-Executive & Independent Director	3

Note- * Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee.

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 Committee in particular looks into:

1. To oversee and review redressal of shareholder and investor grievances, on matters relating to transfer of securities, non-receipt of annual report, non-receipt of dividends/interests.
2. 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.
3. Attending to complaints of security holders routed by SEBI (SCORES)/Stock Exchanges/RBI or any other Regulatory Authorities.
4. 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.
5. To monitor transfer of the amounts/shares transferable to Investor Education and Protection Fund.
6. To list the securities of the Company on Stock Exchanges.
7. Any other matters that can facilitate better investor services and relations.

During the year under review, 6 queries/complaint were received from shareholders/investors of which Nil complaints were unreplyed/unresolved as on 31.03.2019. The numbers of pending share transfers as on March 31, 2019 were Nil.

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 and the rules made thereunder.

Terms of reference

The terms of reference of the CSR Committee broadly comprises of:

1. Formulating and recommending to the Board of Directors the CSR Policy and monitoring the same from time to time.
2. The Committee will review and evaluate the sustainability agenda, suggest modifications, discuss and recommend action plan to take the CSR activities forward.
3. CSR Committee will monitor the spend on CSR activities by the Company as well as ensure that the Company spends atleast the minimum sum as may be prescribed from time to time pursuant to the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 or such higher sum as may be decided by the Board of Directors of the Company.
4. Any other matter as may be necessary for implementation of Business Responsibility Policy.

The Corporate Social Responsibility (CSR) committee consists of Executive and Non-Executive Director with the Chairman being an Independent Director. The members of Committee were Mr. Abhinav Anand, Mr. Harish Shetty and Mr. Chandrasekhar Ganesan. The committee is chaired by Mr. Abhinav Anand.

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. Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The Risk Management committee consists of Non-Executive Directors with the Chairman being an Independent Director. The members of Committee were Mr. Abhinav Anand, Mr. Viren Shah and Ms. Ratna Jhaveri. The committee is chaired by Mr. Viren Shah. The Risk Management committee met once during the year.

The objectives and scope of the Risk Management Committee broadly comprises:

- 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.

Note-* Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee.

8. 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 March 30, 2019, 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.

9. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

The Independent directors of Ducon Infratechnologies Limited 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 www.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.

10. POLICY FOR REMUNERATION OF NON – EXECUTIVE DIRECTORS

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission 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, 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 2018-2019, the Company paid sitting fees of Rs. 90,000/- to its Non-Executive Directors for attending meetings of the Board and Meeting of Committees of the Board. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the Meetings.

The details of sitting fees paid to the Directors for the year 2018-2019 are as under:

Sr. No.	Name of the Director	Sitting Fees for attending Meeting (Rs.)	Salary & Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)
1	Mr. Abhinav Anand	30000	0	0	30000
2	Ms. Ratna Jhaveri	30000	0	0	30000
3	*Mr. Viren Shah	30000	0	0	30000

Note-* Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee.

11. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees, after taking into consideration various things like inputs received from the Directors, functions of Board's such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Criteria for Performance Evaluation of Independent Directors includes:

1. Attendance and Participation.
2. Maintaining confidentiality.
3. Acting in good faith and in the interest of the company as a whole.
4. Exercising duties with due diligence and reasonable care.
5. Complying with legislations and regulations in letter and spirit.
6. Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
7. Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non -Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

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. GENERAL BODY MEETINGS

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

- **9th AGM** : September 29, 2018 at 10.30 A.M. at Coral Hall (in basement) Hotel Satkar Grande Wifi Park, Opposite Aplab Company, Wagle Estate, Thane (W) 400604

Number of Special Resolution passed: Nil

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

- **8th AGM** : September 29, 2017 at 10.30 A.M. at Coral Hall (in basement) Hotel Satkar Grande Wifi Park, Opposite Aplaab Company, Wagle Estate, Thane (W) 400604

Number of Special Resolutions passed: 1

1. Authority to Borrow funds.

Postal ballot: The Postal Ballot notice was issued on 07.06.2017 and the details are as follows:

Details of special resolution proposed to be conducted through postal ballot:

Number of Special Resolution passed: 4

1. Approval of Employee Stock Option Plan 2017 (ESOP 2017)
2. Approval of grant of options to the Employees under ESOP 2017
3. Appointment of Statutory Auditors to fill casual vacancy
4. Amendment of Articles of Association of the Company.

- **7th AGM** : September 30, 2016 at 11.30 A.M. at Coral Hall (in basement) Hotel Satkar Grande Wifi Park, Opposite Aplaab Company, Wagle Estate, Thane (W) 400604

Number of Special Resolutions passed: 2

1. Appointment of Mr. Arun Govil (Din no.: 01914619) as a Managing Director of the Company.
2. Authority to Borrow funds.

Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

14. 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 – www.duconinfra.co.in

15. 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-16/2002 dated December 31, 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.

16. 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, 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. 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.

17. 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 <http://duconinfra.co.in/wp-content/uploads/2016/08/Policy-On-Related-Party-Transactions.pdf>

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees and commission 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: Nil

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) Ltd. (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 behavior, 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 http://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 <http://duconinfra.co.in/wp-content/uploads/2016/08/Independent-Directors-TC.pdf>

i) Shareholders

- (i) The Company has sent Annual Report through email to those Shareholders who have registered their email ids with Depository Participant.
- (ii) Mr. Arun Govil, is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- (iii) The Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 24 (1) of Listing Regulations. However, the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web link: <http://duconinfra.co.in/wp-content/uploads/2016/08/POLICY-ON-MATERIAL-SUBSIDIARIES.pdf>
- (iv) The disclosure of commodity price risks and commodity hedging activities: Not applicable.

j) 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 Board's Report.

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

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

l) Company has not raised funds through preferential allotment or qualified institutions placement under Regulation 32(7A) of the Listing Regulations. However the Company had allotted 2,62,52,017 equity shares pursuant to the Scheme of Amalgamation between Ducon Infratechnologies Limited and Ducon Technologies (I) Private Limited and trading approval for the same had been received from National Stock Exchange of India Limited and BSE Limited on July 23, 2018.

m) No equity shares were suspended from trading during the Financial Year 2018-19.

n) The Company has not issued any outstanding Global Depository Receipts or American Depository Receipts, however the Company had allotted 2,62,52,017 equity shares pursuant to the Scheme of Amalgamation between Ducon Infratechnologies Limited and Ducon Technologies (I) Private Limited and trading approval for the same had been received from National Stock Exchange of India Limited and BSE Limited on July 23, 2018.

o) The certificate dated March 31, 2019, 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 by the Board/Ministry of Corporate Affairs or any such Statutory Authority.

p) In the financial year 2018-19 the board has accepted all recommendations of its Committees.

q) The details of total fees for all services paid by the Company to 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. in Lakh)
1	Statutory Audit Fees	22.00
2	Tax Audit Fees	5.00
3	Others	-
	Total	27.00

- r) The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.
- s) 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.

18. POLICY FOR PROHIBITION OF INSIDER TRADING

Vide notification No. EBI/LAD-NRO/GN/2018/59 Securities and Exchange Board of India (SEBI) has notified SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 with effect from April 01, 2019. The Company has accordingly amended its Prohibition of Insider Trading Code and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Company in its Board meeting held on March 30, 2019 has taken necessary initiative to implement the same. The Code also provides for pre-clearance of transactions by designated persons.

19. CEO & CFO CERTIFICATION

In terms of Listing Regulations, the certification by the Chief Financial officer is annexed to this Annual Report.

20. COMPLIANCE ON CORPORATE GOVERNANCE

The quarterly compliance report has 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.

21. 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 are approved by the Board. These are widely published in Leading newspapers and local language newspapers. After adoptions by the Board of Directors in their Board Meeting the financial results, official news releases are 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 has been sent in electronic form to shareholders, who have provided their email id. Physical copies of the annual report have been provided to such shareholders based on a request received from them for this purpose.

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.

22. GENERAL SHAREHOLDER INFORMATION

22.1 Annual General Meeting:-

- Date and Time	September 28, 2019 at 11.00 A.M.
- Venue	Coral Hall Hotel Satkar Grande Wifi Park, Opposite Aplaab Company, Wagle Estate, Thane (W) 400604 Land Line No: +9122 25819999

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

22.2 Financial Calendar: -**April'18 – March'19****22.3 Book Closure Date**

As mentioned in the Notice of this AGM

22.4 Dividend Payment Date

N.A.

22.5 (a) Listing of Equity Shares on Stock Exchanges at:**Name****Code Nos.**

The BSE Ltd.
25th Floor, P. J. Towers,
Dalal 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 2018-2019 have been duly paid to all the above Stock Exchanges.

(e) Corporate Identification Number (CIN) L72900MH2009PLC191412

22.6 Stock Market Data

Month	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-2018	36.10	29.00	762210	36.25	28.95	4211509
May-2018	32.80	26.15	503593	32.95	27.25	2409417
June-2018	30.60	19.05	619053	30.80	19.20	4078894
July-2018	26.50	18.20	1169364	26.45	18.10	6181817
Aug-2018	22.65	18.30	1154055	22.70	17.80	9562987
Sep-2018	19.50	14.25	617482	19.30	13.65	3043132
Oct-2018	15.90	12.53	324251	15.85	12.60	1666425
Nov-2018	16.85	11.35	487301	16.85	12.65	1753971
Dec-2018	14.69	11.56	553869	14.90	11.40	1575897
Jan-2019	13.27	8.51	886958	13.10	8.65	3181252
Feb-2019	15.00	9.51	529750	14.40	9.35	2831258
Mar-2019	13.90	9.25	720838	13.85	9.50	3914115

22.7 Registrar and transfer Agents:**Bigshare Services Pvt. Ltd.**

SEBI Regn. No. INR 00001385
1st Floor, Bharat Tin Works Bldg,
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East
Mumbai - 400059
Tel: 022-62638200/206
Fax: 022- 62638299

22.8 Share Transfer System:

The Company's shares shall be traded on the Stock Exchanges compulsorily in Demat mode. Shares in physical mode which are lodged for transfer at Share Transfer Agent are processed and subject to exercise of option under compulsory transfer-cum-demat procedures. Share Certificates are either dematted or returned within the time prescribed by the authorities.

22.9 Distribution of Shareholding as on March 31, 2019

No. of Equity Shares	No. of Folios	% of Total	Total Holding in Rupees	% of Total
1-5000	18547	93.72	13857601	13.24
5001-10000	695	03.51	5154886	04.92
10001-20000	299	01.51	4254646	04.07
20001-30000	101	00.51	2493414	02.38
30001-40000	42	00.21	1508172	01.44
40001-50000	28	00.14	1248755	01.19
50001-100000	55	00.28	3692353	03.53
100001-999999999	23	00.12	72465290	69.23
Total	19790	100.00	104675117	100.00

22.10 Shareholding of Directors

Sr.No.	Name of Directors	No. of Shares	Percentage (%)
1.	# Mr. Arun Govil	73442569	70.16
2.	*Mr. Viren Shah	Nil	Nil
3.	Mr. Harish Shetty	Nil	Nil
4.	Mr. Chandrasekhar Ganesan	Nil	Nil
5.	Mr. Abhinav Anand	Nil	Nil
6.	Ms. Ratna Jhaveri	Nil	Nil

Note-* Mr. Viren Shah, resigned from the post of Non-Executive & Independent Director of the Company w.e.f. 13.08.2019 and simultaneously from the post of Chairman of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and as a member of Audit Committee

#Mr. Arun Govil's 20,64,324 shares were invoked from June 20,2019 to June 27,2019 and his shareholding as on the date of Directors Report is 7,13,78,245 shares i.e. 68.19% of the total share capital of the Company.

22.11 Dematerialization of Shares as on March 31, 2019

Total No. of shares	Shares in physical form	Percentage %	Share in demat form	Percentage
10,46,75,117	3,02,690	0.29	10,43,72,427	99.71

22.12 Categories of Shareholders as on March 31, 2019

Category	No of Shares held	Percentage of Shareholding
Clearing member	397544	00.38
Corporate Bodies	1601010	01.53
Corporate Bodies NBFC	3750	00.00
Foreign Promoters	63442569	60.61
Nationalised Banks	7980	00.01
NRI's	1422068	01.36
Partnership Firm	200	00.00
Public	37799496	36.11
Trusts	500	00.00
Total	104675117	100.00

22.13 Capital of the Company : The authorized and paid-up capital of your Company is Rs. 150,000,000 and Rs. 10,46,75,117 respectively

22.14 Outstanding GDRs / ADRs : **N.A**

22.15 Company Secretary & Compliance Officer : **Mr. Darshit Parikh**

22.16 Address for Investor Correspondence : **Bigshare Services Pvt. Ltd.**
SEBI Regn. No. INR 00001385
1st 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

22.17 Corporate Ethics:

The consistent endeavor of Ducon Infratechnologies Ltd. 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.

CFO/CEO CERTIFICATION
The Board of Directors
Ducon Infratechnologies Ltd.
Thane

We, hereby to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company'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 transactions entered into by the Company during the year which is fraudulent, illegal or violates the Company's code of conduct.
- c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- e) We have disclosed, based on our evaluation wherever applicable to the Auditors and the Audit Committee that;
 - i) There has not been any significant change in internal control over financial reporting;
 - ii) All the significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statement; and
 - iii) There were no instances of significant fraud of which we are become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Ducon Infratechnologies Ltd.**

Harish Shetty
Director
DIN: 07144684

Place : Thane
Dated: August 31, 2019

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors
Ducon Infratechnologies Ltd.
Thane.

We have examined the compliance of the conditions of Corporate Governance by Ducon Infratechnologies Limited for the year ended 31st March, 2019 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 March 31, 2019.

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 as 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

Place : Mumbai
Dated: August 31, 2019

**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 year ended March 31, 2019.

For **Ducon Infratechnologies Ltd.**

Harish Shetty
Director
DIN: 07144684

Date : August 31, 2019
Place: Thane

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 Ducon Infratechnologies Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, 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, 2019, 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

The Company has made investments in equity shares of a private limited company aggregating to Rs. 500.00 lakhs as on March 31, 2019 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, the management is of the opinion that since the audited financials of the private limited company is not finalised as on the date of audit and also keeping in view their long term business synergy and potential, it has been decided to value such investments at cost as on the year ended March 31, 2019.

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.25.1 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, 2019 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 checked 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, 2019 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.

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)(i) 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, 2016 ('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, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 25.1 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.

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

Hitesh Shah, Partner
Membership No: 040999

Place : Mumbai
Date : May 30, 2019

"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, 2019, 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) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed 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.
- ii) Physical verification of inventories has been conducted at reasonable intervals by the management. The Company is generally maintaining proper records of inventory and no material discrepancies were noticed on physical verification between physical stock and the books records.
- iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained u/s 189 of the Act; hence the Clause (iii) of paragraph 3 of the Order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the provisions of section 186 of the Act in respect of loans and guarantees given and investments made have been complied by the Company. In our opinion and according to the information and explanations given to us, the Company has not advanced any loans to persons covered under the provisions of Section 185 or granted securities or made any investments under Section 186 of the Act.
- v) The company has not accepted any deposit and hence directive 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 will not be applicable to the Company.
- vi) 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.
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, GST and other statutory dues with the appropriate authorities.

According to the information and explanations given to us, there were no outstanding statutory dues as on March 31, 2019 for a period of more than six months from the date they became payable.

- 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 :-

Particulars	Period to which the amount relates	Forum where the dispute is pending	Amount (Rs. in Lakhs)
Income Tax	F.Y. 2010-11	Assessing Officer	81.39
Income Tax	F.Y. 2009-10	Assessing Officer	3.12
Income Tax	F.Y. 2008-09	Assessing Officer	32.89
Income Tax	F.Y. 2012-13	Assessing Officer	24
Income Tax	F.Y. 2016-17	Assessing Officer	10
Income Tax	F.Y. 2013-14	CIT (A)	0.56
Income Tax	F.Y. 2011-12	Assessing Officer	0.36
CST	F.Y. 2010-11	Tribunal	5.72
VAT	F.Y. 2012-13	Tribunal	20.84
CST	F.Y. 2012-13	Tribunal	35.95
VAT	F.Y. 2013-14	JCT Appeals	23.18
CST	F.Y. 2014-15	JCT Appeals	2.20
Service Tax	F.Y. 2008-09 to 2012-13	CESTAT	23.97

- viii) Based upon the audit procedures performed and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to financial institutions, banks. The company does not have debentures outstanding as on the balance sheet date.
- ix) Based upon the audit procedures performed and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the financial year, hence clause (ix) of paragraph 3 of the Order is not applicable to the company.
- x) To the best of our knowledge and belief, and according to the information and explanations given to us, and considering the size and nature of the Company's operations, no fraud of material significance on or by the Company have been noticed or reported during the year and nor have we been informed of such case by the management.
- xi) According to the information and explanation given to us and based on our examination of the records, the Company has paid for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- 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 financial statements as required by the applicable accounting standards.
- xiv) Based upon the audit procedures performed and according to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year; hence the clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him; hence the clause (xv) of paragraph 3 of the Order is not applicable.
- xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45 – IA of Reserve Bank of India Act, 1934.

For Hitesh Shah and Associates
Chartered Accountants
FR No.: 103716W

Hitesh Shah, Partner
Membership No.: 040999

Place : Mumbai
Date : May 30, 2019

"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, 2019 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, 2019, 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 and Associates
Chartered Accountants
FR No.: 103716W**

**Hitesh Shah, Partner
Membership No.: 040999**

**Place : Mumbai
Date : May 30, 2019**

Ducon Infratechnologies Ltd.
(Formerly known as Dynacons Technologies Ltd.)
Balance Sheet as at 31st March, 2019

(₹ in lakhs)

Particulars	Note No.	As at 31 Mar, 2019	As at 31 Mar, 2018
ASSETS			
Non Current Assets			
Property, Plant and Equipment	2	108.76	174.64
Investments	3	504.18	503.57
Financial Assets			
Loans and Advances	4	871.21	871.21
Total Non Current Assets		1,484.15	1,549.42
Current Assets			
Inventories	5	504.39	503.04
Financial Assets			
Trade Receivables	6	23,400.66	21,658.36
Cash & Cash Equivalents	7	6.49	19.47
Bank balances other than Cash and Cash equivalents above		1,194.53	1,266.39
Loans and Advances	8	28.13	61.49
Other Current Assets	9	560.33	613.34
Total Current Assets		25,694.53	24,122.09
TOTAL ASSETS		27,178.68	25,671.51
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	1,046.75	784.23
Other equity	11	6,810.69	6,440.04
Total Equity		7,857.44	7,224.27
Liabilities			
Non current liabilities			
Financial Liabilities			
Borrowings	12	5,211.12	3,824.36
Trade payables	13		
Total outstanding dues of Micro Enterprises and Small Enterprises		-	-
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		1,518.07	1,782.48
Provisions	14	47.86	34.28
Total Non current liabilities		6,777.05	5,641.12
Deferred Tax Liability	15	11.92	104.32
Current Liabilities			
Financial Liabilities			
Borrowings	16	5,736.12	5,454.14
Trade payables			
Total outstanding dues of Micro Enterprises and Small Enterprises	17	188.98	233.35
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		5,347.88	5,975.20
Other current liabilities	18	1,259.29	1,039.11
Total Current liabilities		12,532.27	12,701.80
TOTAL EQUITY AND LIABILITIES		27,178.68	25,671.51

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

Hitesh Shah
(Partner)
Membership No. 040999
Place : Mumbai
Date : May 30, 2019

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

Harish Shetty
(Director)
DIN : 07144684

G. Chandrasekhar
(Director)
DIN : 07144708

Ducon Infratechnologies Ltd.
(Formerly known as Dynacons Technologies Ltd.)
Statement of Profit and Loss for the Year Ended 31st March, 2019 (₹ in lakhs)

Particulars	Note No.	For the year ended 31 Mar, 2019	For the year ended 31 Mar, 2018
Income from operations			
Revenue from operations	19	39,425.89	41,500.24
Other Income	20	85.85	95.23
Total Income from operations		39,511.73	41,595.47
Expenses			
Cost of materials consumed	21	36,126.97	39,496.76
Employee benefits expenses	22	530.53	450.55
Finance Cost	23	1,015.20	700.6
Depreciation and amortization expense		71.03	80.78
Other expenses	24	948.29	515.76
Total expenses		38,692.02	41,244.41
Profit before tax		819.72	351.06
Tax expenses			
Less :- Current Tax		278.70	117.77
Add / (Less) :- Deferred Tax Asset / (Liability)		92.40	0.00
Total Tax expenses		186.30	117.77
Profit after tax		633.41	233.29
Other Comprehensive Income net of taxes (OCI)			
(i) Items that will not be reclassified to Profit and Loss (net of tax)		0.24	(4.77)
Total comprehensive income after tax		633.17	228.52
Earnings Per Share			
Basic		0.60	0.29
Diluted		0.60	0.29

As per our report of even date

For and on behalf of
Hitesh Shah & Associates
Chartered Accountants
Firm Regn No. 103716W

Hitesh Shah
(Partner)
Membership No. 040999

Place : Mumbai
Date : May 30, 2019

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

Harish Shetty
(Director)
DIN : 07144684

G. Chandrasekhar
(Director)
DIN : 07144708

Ducon Infratechnologies Ltd.
(Formerly known as Dynacons Technologies Ltd.)
Cash Flow Statement for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	For the period ended 31 Mar, 2019	For the period ended 31 Mar, 2018
Cash Flow From Operating Activities		
Profit before tax	819.72	351.06
Non-cash adjustment to reconcile profit before tax to net cash flows:		
- Depreciation/amortisation/other expenses	71.03	76.01
Non-operating adjustment to reconcile profit before tax to net cash flows:		
Interest Expense	886.93	537.78
Interest Income	(78.74)	(83.20)
Operating profit before working capital changes	1,698.93	881.65
Movements in working capital:		
Increase/(decrease) in trade payables	(936.10)	453.55
Increase/(decrease) in long term provisions	13.57	(18.83)
Increase/(decrease) in inventories	(1.35)	(6.85)
Increase/(decrease) in other current liabilities	(80.10)	(112.12)
Increase/(decrease) in short term borrowings	281.98	(263.88)
Increase/(decrease) in trade receivables	(1,742.30)	(1,679.17)
Decrease/(increase) in loans and other current assets	86.36	0.49
Cash generated from/(used in) operating activities	(679.01)	(745.16)
Direct taxes paid	21.34	(35.36)
Net cash flow from/(used in) operating activities (A)	(657.67)	(780.52)
Cash flow from investing activities		
Purchase of fixed assets including intangible assets, CWIP and Investments	(5.77)	-
Sale of fixed assets	0.02	
Interest received	78.74	83.20
Net cash flow from/(used in) investing activities (B)	72.99	83.20
Cash flow from financing activities		
Proceeds from long term borrowings	1,386.76	1,236
Interest paid	(886.93)	(537.78)
Net cash flow from/(used in) financing activities (C)	499.83	698
Net increase/(decrease) in cash and cash equivalents (A)+(B)+(C)	(84.84)	0.90
Cash and cash equivalents at the beginning of the year	1,285.86	1,284.96
Cash and cash equivalents (including bank balances) at the end of the year	1,201.02	1,285.86

As per our report of even date

For and on behalf of
Hitesh Shah & Associates
Chartered Accountants
Firm Regn No. 103716W

Hitesh Shah
(Partner)
Membership No. 040999
Place : Mumbai
Date : May 30, 2019

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

Harish Shetty
(Director)
DIN : 07144684

G. Chandrasekhar
(Director)
DIN : 07144708

**Notes forming part of the financial statements for the
financial year ended 31st March, 2019**

Note 1: Significant Accounting Policies**1.1 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 on an accrual basis and under the historical cost of convention.

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 "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.

Revenue recognition

Revenue is recognized to the extent that 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:

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 sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

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.

Dividends

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

h. 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.

i. 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.

j. 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 at 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.

k. 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.

l. 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.

m. 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.

Notes forming part of the financial statements for the financial year ended 31st March, 2019**Note 2: Property, Plant and Equipment**

(₹ in lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	As on 1.04.2018	Additions	Deletions	As on 31.03.2019	Upto 1.04.2018	For the Year	For the assets sold	Upto 31.03.2019	Net Block 31.03.2019	Net Block 31.03.2018
Owned Assets										
Furniture & Fixtures	33.76	2.20	-	35.96	24.60	2.38	-	26.98	8.98	9.17
Vehicles	5.11	-	-	5.11	4.96	0.01	-	4.97	0.13	0.14
Office Equipment	72.36	0.44	0.32	72.48	65.84	2.02	0.30	67.56	4.92	6.52
Computer	760.65	1.45	-	762.10	603.83	66.24	-	670.07	92.03	156.81
Plant and Machinery & Electrical Equipments	28.65	1.07	-	29.72	26.65	0.38	-	27.03	2.69	2.00
Total Current Year	900.53	5.16	0.32	905.37	725.88	71.03	0.30	796.61	108.76	174.64

(₹ in lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	As on 1.04.2017	Additions	Deletions	As on 31.03.2018	Upto 1.04.2017	For the Year	For the assets sold	Upto 31.03.2018	Net Block 31.03.2018	Net Block 31.03.2017
Owned Assets										
Furniture & Fixtures	33.76	-	-	33.76	24.54	0.05	-	24.60	9.17	9.22
Vehicles	5.11	-	-	5.11	4.79	0.17	-	4.96	0.14	0.32
Office Equipment	72.36	-	-	72.36	65.81	0.03	-	65.84	6.52	6.55
Computer	760.65	-	-	760.65	528.43	75.40	-	603.83	156.81	232.21
Plant and Machinery & Electrical Equipments	28.65	-	-	28.65	21.52	5.13	-	26.65	2.00	7.13
Total Current Year	900.53	-	-	900.53	645.10	80.78	-	725.88	174.64	255.43

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
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Note 3**Investments****In Equity Shares - Unquoted, fully paid up**

Investment in Ganpati Intradex Private Limited	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*	4.18	3.57
Total	504.18	503.57

***Note:-** The above shares have been pledged as security for repayment of the cash/credit facilities availed from the bank.

Note 4**Non-Current Loans****(Unsecured and Considered Good)**

Other Loans and Advances	871.21	871.21
	871.21	871.21

Note 5**Inventories**

Stock in Trade	504.39	503.04
	504.39	503.04

Notes forming part of the financial statements for the financial year ended 31st March, 2019

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Note 6		
Trade Receivables		
Unsecured		
Considered Good	23,400.66	21,658.36
	23,400.66	21,658.36
Note 7		
Cash and Cash Equivalents		
Cash on hand	5.21	19.47
Balances with banks :		
In current accounts	1.28	18.87
In deposit accounts	1,194.53	1,247.51
	1,201.02	1,285.85
Note 8		
Current Loans		
Unsecured and Considered Good		
Other Loans and Advances	28.13	61.49
	28.13	61.49
Note 9		
Other Current Assets		
Interest accrued on Deposits	31.62	38.96
Other assets	528.71	574.37
	560.33	613.34
Note 10		
Equity Share Capital		
SHARE CAPITAL		
Authorised Share Capital		
150,000,000 Equity shares of Rs. 1/- each (Previous Year 80,000,000 Equity shares of Rs. 1/- each)	1,500	800
Issued, Subscribed and Paid up :		
10,46,75,117 Equity shares of Rs. 1/- each (Previous Year 78,423,100 Equity shares of Rs. 1/- each)	1,046.75	784.23

Pursuant to the Scheme of Arrangement the Equity Share Capital of the Company has been reorganised in the year 2010-11

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

Particulars	As at 31 March, 2019	As at 31 March, 2018
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	7,84,23,100	7,84,23,100
Additions during the year	2,62,52,017	-
Equity Shares at the end of the year	10,46,75,117	7,84,23,100

Notes forming part of the financial statements for the financial year ended 31st March, 2019

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
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The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31 Mar, 2019		As at 31 Mar, 2018	
	Number of Shares Held	% holding	Number of Shares Held	% holding
Arun Govil	7,34,42,569	70.16%	4,71,90,552	60.17%

Statement of Changes Equity
For the year ended 31st March, 2019

A. Equity Share Capital (₹ in lakhs)

Particulars	Equity Share Capital	Equity Share Capital
As at 31st March 2017	784.23	784.23
Changes in Equity Share Capital	-	-
As at 31st March 2018	784.23	784.23
Changes in Equity Share Capital	262.52	-
As at 31st March 2019	1,046.75	784.23

B. Note No : 11

Other Equity (₹ in lakhs)

	Share money pending allotment on account of merger	Reserves and Surplus			Total
		General Reserve	Securities Premium Reserve	Retained Earnings	
Balance as at 1st April 2017	262.52	4,194.18	756.82	998.00	6,211.52
Total other Comprehensive Income for the year	-	-	-	228.52	228.52
Income Tax of earlier years					-
Additions during the year	-				-
Balance as at 31st March 2018	262.52	4,194.18	756.82	1,226.52	6,440.04
Total other Comprehensive Income for the year	-	-	-	-	-
Less :- Transferred to Capital	(262.52)				(262.52)
Additions during the year	-			633.17	633.17
Balance as at 31st March 2019	-	4,194.18	756.82	1,859.69	6,810.69

Securities premium account represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Act.

General reserve represents an appropriation of profits by the Company, which can be utilised for purposes such as dividend payout etc.

Surplus in Retained Earnings comprises of prior years' undistributed earnings after taxes, which can be utilised for purposes such as dividend payout etc..

Note 12

Non-Current Borrowings

Loan from Directors	5,211.12	3,824.36
	5,211.12	3,824.36

Notes forming part of the financial statements for the financial year ended 31st March, 2019

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Note 13		
Trade Payables		
Dues of micro and small enterprises	-	-
Other trade payables	1,518.07	1,782.48
	1,518.07	1,782.48

(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 31.03.2019	As at 31.03.2018
(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	-	-

Note 14

Other Provisions

	47.86	34.28
	47.86	34.28

Note 15

Deferred Tax Liability

Fixed Assets :

Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting.

11.92 126.52

Gross Deferred Tax Liability

Less: Deferred Tax Assets

Impact of expenditure charged to statements of profit & loss

in the current year but allowed for tax purpose on payment basis

- 22.20

Gross Deferred Tax Assets

Net Deferred Tax Liability

11.92 104.32

Note 16

Current Borrowings

Secured

Cash credit from bank

5,736.12 5,454.14

5,736.12 5,454.14

Notes forming part of the financial statements for the financial year ended 31st March, 2019**(₹ in lakhs)**

Particulars	As at March 31, 2019	As at March 31, 2018
--------------------	---------------------------------	---------------------------------

Prime Security:

The Cash Credit from bank is secured against hypothecation of book debts.

Collateral Security:

Immovable properties in the name of promoters, fixed deposits held in the name of the company and guarantee provided by the promoters.

Note 17**Trade Payables**

Dues of micro and small enterprises	188.98	233.35
Other trade payables	5,347.88	5,975.20
TOTAL	5,536.86	6,208.55

(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 31.03.2019	As at 31.03.2018
(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	188.98	233.35
(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	-	-

Note 18**Other Current Liabilities**

Advance from customers	617.69	611.69
Staff related liabilities	0.32	29.24
Statutory liabilities	40.90	36.61
Other current liabilities (including security deposits)	5.20	3.20
Other Payables	62.33	125.81
Provision for income tax (Net of Advance Tax)	532.85	232.57
	1,259.29	1,039.11

Note 19**Revenue from operations**

Sale of products	39,425.89	41,500.24
	39,425.89	41,500.24

Notes forming part of the financial statements for the financial year ended 31st March, 2019

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Note 20		
Other Income		
Interest income	78.74	83.20
Foreign Exchange Fluctuation	3.68	0.68
Other Income	3.42	11.36
	85.85	95.23
Note 21		
Cost of materials consumed		
Consumption of materials	36,126.97	39,496.76
	36,126.97	39,496.76
Note 22		
Employee benefits expenses		
Salaries, wages and bonus	495.29	419.57
Contribution to Provident Fund and other Funds	26.39	23.84
Staff welfare Expenses	8.85	7.14
	530.53	450.55
Note 23		
Finance Cost		
Interest Expenses	886.93	537.78
Other Borrowing costs	128.27	162.82
	1,015.20	700.60
Note 24		
Other Expenses		
Power and fuel	24	26
Rates and taxes	28	100
Insurance	10.26	20.77
Filing fees	0.14	6.56
Rent expenses	27.81	-
Repairs and maintenance		
Buildings	0.33	0.47
Plant and machinery	13.28	21.84
Others	7.79	5.15
Office Maintenance Expenses	0.25	-
Vehicle Expenses	0.98	1.89
Bad debts	1.11	49.89
Advertising and sales promotion	31.10	30.47
Membership & subscription Expenses	0.29	0.31
Recruitment charges	1.40	1.63
Local Conveyance	3.48	3.87
Travelling and Marketing Expenses	76.37	47.72
Postage And Telephone Expenses	7.80	8.79
Site office expenses	65.59	-
Donation	0.13	0.29
Printing & Stationery Expenses	2.08	5.16
Security Charges	5.04	5.79

Notes forming part of the financial statements for the financial year ended 31st March, 2019**(₹ in lakhs)**

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Legal and Professional Fees	107.99	93.15
Auditor's Remuneration	25.00	28.74
Miscellaneous Expenses	504.56	47.84
Computer Expenses	1.38	3.15
Bank Charges	1.68	5.78
	948.29	515.76

25. Additional Information to the financial statements**25.1 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. 2010-11	Assessing Officer	81.39
Income Tax	F.Y. 2009-10	Assessing Officer	3.12
Income Tax	F.Y. 2008-09	Assessing Officer	32.89
Income Tax	F.Y. 2012-13	Assessing Officer	24
Income Tax	F.Y. 2016-17	Assessing Officer	10
Income Tax	F.Y. 2013-14	CIT (A)	0.56
Income Tax	F.Y. 2011-12	Assessing Officer	0.36
CST	F.Y. 2010-11	Tribunal	5.72
VAT	F.Y. 2012-13	Tribunal	20.84
CST	F.Y. 2012-13	Tribunal	35.95
VAT	F.Y. 2013-14	JCT Appeals	23.18
CST	F.Y. 2014-15	JCT Appeals	2.20
Service Tax	F.Y.2008-09 to 2012-13	CESTAT	23.97
Elecon	2011-12,2012-13,2013-14 & 2014-15	Arbitration	345.49
FL Smidth	2010-11	Mumbai High Court	USD 32.65

- b. Guarantees given by the company's banker (Rs. in lakhs): 4,850.27

25.2 Related Party Disclosures:**(₹ in lakhs)**

- a. The names of the related parties and the nature of relationship are as under:

Arun Govil	Director
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.
Harish Shetty	Director
Chandrasekhar Ganesan	Director
Abhinav Anand	Director
Ratna Jhaveri	Director
Viren Shah	Director

Notes forming part of the financial statements for the financial year ended 31st March, 2019

b. The Material Transactions with the related parties are as under:

(₹ in lakhs)

Name of the Party	Nature of Payment	As at March 31, 2019	As at March 31, 2018
Arun Govil	Loan Received (net of repayment)	1,386.76	1,236.00
Arun Govil	Remuneration	2.40	2.40
Ratna Jhaveri	Director Sitting Fees	0.30	-
Abhinav Anand	Director Sitting Fees	0.30	-
Viren Shah	Director Sitting Fees	0.60	-
Harish Shetty	Remuneration	26.33	24.40
Chandrasekhar Ganesan	Remuneration	26.33	24.40
Ducon Inc.	Purchases	-	3.73
Ducon Power Systems (India) Pvt Ltd	Payment of Net Advances taken for execution of contract	14.56	50.28
Cemtrex Technologies Pvt Ltd	Advances taken for execution of contract	8.64	3.43
Ducon Technologies (I) Private Limited	Rental expenses (Net of expenses)	5.83	12.75

25.3 Earnings Per Share (Basic and Diluted):

Particulars	As at March 31, 2019	As at March 31, 2018
Profit after Tax (Rs. in Lacs)	633.41	228.52
No. of Equity Shares	10,46,75,117	7,84,23,100
Earnings Per Share (of paid up value of Re. 1 each)	0.60	0.30

25.4 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.

25.5 Auditor's Remuneration:

(Rs. in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Statutory Audit Fees	22.00	23.00
Tax Audit Fees	5.00	5.74
Total	27.00	28.74

(excludes applicable taxes thereon)

Notes forming part of the financial statements for the financial year ended 31st March, 2019

25.6 Employee Benefits:

(Rs. in Lakhs)

	Particulars	2018-19		2017-18	
		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:	0.55461	0	0.32366	.033830
	Interest Cost	0.04298	0	0.02427	0.02537
	Current Service Cost	6.75076	3.35975	0.53538	0
	Liability Transfer from Ducon Technologies	26.52579	4.25677	-	-
	Benefits paid during the year	0	(2.77560)	0	0
	Actuarial (gain)/loss on Defined Benefit Obligation	(0.62550)	3.08902	(0.32870)	(0.36366)
	Present Value of Defined Benefit Obligation as at end of the year:	33.24864	7.92994	0.55461	0
B	Reconciliation of opening and closing balances fair value of plan assets				
	Fair value of Plan Assets as at beginning of the year	0	-	0	-
	Expected Return on Plan Assets for the year	(0.38231)	-	0	-
	Contributions made by Employer	1.00000	-	0	-
	Benefits paid during the year	0	-	0	-
	Actuarial gain / (loss) on Plan Assets	0	-	0	-
	Fair value of Plan Assets as at end of the year	0.61769	-	0	-
C	Reconciliation of fair value of assets and obligations				
	Present Value of the Defined Benefit Obligation as at the end of the year	33.248640	7.92994	0.554610	0
	Fair Value of Plan Assets as at the end of the year	(0.61769)	0	0	0
	Liability recognized in Balance Sheet as at the end of the year	32.63095	7.92994	0.55461	0
D	Expenses recognized during the year				
	Current Service cost	6.75076	3.35975	0.53538	0.02537
	Interest cost on obligation	0.04298	0	0.02427	0
	Expected return on plan assets	0.38321	0	0	-
	Net Actuarial (gain)/loss recognized in the year end	(0.6255)	3.08902	(0.32870)	(0.36366)
	Expenses recognized in the statement of Profit & Loss	6.55055	6.44877	0.23095	(0.33829)
E	Actual Return on plan assets at the year end				
	Expected return on Plan Assets	(0.38321)	-	0	-
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	7.75% p.a.		7.50% p.a.	
	Salary Growth	7.5% p.a.		7.50% p.a.	

Notes forming part of the financial statements for the financial year ended 31st March, 2019

	Withdrawal Rate	1% p.a.		1% p.a.	
	Mortality Table(L.I.C.)	LIC(2006-08) Ultimate Mortality Rates		LIC(2006-08) Ultimate Mortality Rates	
	Retirement Age	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.				

25.7 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) Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached

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

**Hitesh Shah
Partner
Membership No: 040999**

For and on behalf of the Board of Directors

**Harish Shetty
Director
DIN: 07144684**

**Ganesan Chandrasekhar
Director
DIN: 07144708**

**Place : Mumbai
Date : May 30, 2019**

DUCON INFRA TECHNOLOGIES LIMITED

CIN : L72900MH2009PLC191412

Ducon House, A/4, MIDC Wagle Industrial Estate, Road No.1, Thane (W) – 400 604
Tel No: 022-41122114, E-mail: cs@duconinfra.co.in, Website: www.duconinfra.co.in

ATTENDANCE SLIP

10TH ANNUAL GENERAL MEETING ON SATURDAY, 28TH SEPTEMBER, 2019

Mr./Mrs./Miss.....
Address.....
.....
Folio No. (Physical holding).....DP ID (Demat holding).....
Client ID.....No. of shares held.....

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 10th Annual General Meeting (AGM) of the Company on Saturday, 28th September, 2019, at 11:00 A.M. at the Coral Hall, Hotel Satkar Grande, Wifi Park, Opposite Aplab Company, Wagle Estate, Thane (West)- 400604, India or any adjournment thereof.

[Signature of Shareholders/Proxy(s)]

Notes:

1. Shareholder/proxyholder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

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PROXY FORM**(Form No. MGT-11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules 2014]

10th ANNUAL GENERAL MEETING ON SATURDAY, 28th SEPTEMBER, 2019 at 11.00 A.M.

CIN : L72900MH2009PLC191412

Name of the Company : Ducon Infratechnologies Limited

Registered Office : Ducon House, A/4, MIDC Wagle Industrial Estate, Road No.1, Thane (W) – 400 604

Name of the member (s) :

Registered address :

Folio No./Client Id :

DP ID :

E-mail Id :

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1. Name :E-mail Id:
Address:
Signature :or failing him/her

2. Name :E-mail Id:
Address:
Signature :or failing him/her

3. Name :E-mail Id:
Address:
Signature :or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on Saturday, 28th September, 2019 at 11:00 A.M. at the Coral Hall, Hotel Satkar Grande, Wifi Park, Opposite APLAB Company, Wagle Estate, Thane (West)- 400604 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description of Resolutions	Assent	Dissent
Ordinary Business:			
1.	Adoption of Balance Sheet as at March 31, 2019, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr. Arun Govil (Din no.:01914619), who retires from the office of Managing Director by rotation and, being eligible, offers himself for re-appointment.		
Special Business:			
3.	Re-Appointment of Mr. Arun Govil (Din no.:01914619) as Managing Director of the Company.		

Signed this _____ day of _____ 2019

Signature of shareholder.....

Signature of Proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.
3. The proxy need not be a member of the Company and shall provide his/her identity proof such as PAN Card, Aadhar Card at the time of attending AGM.
4. In the case of Jointholders, the signature of any one holder will be sufficient, but names of all jointholders should be stated.
5. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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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.

Road Map of the Venue:

