



DUCON INFRA TECHNOLOGIES LIMITED

[BSE: 534674, NSE: DUCON]

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CIN: L72900MH2009PLC191412

September 30, 2020

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: Proceedings of the Eleventh Annual General Meeting of Ducon Infratechnologies Limited (Formerly known as Ducon Technologies Ltd.)

We wish to inform you that in terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder and in accordance with SEBI Circular dated May, 12, 2020 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 11th Annual General Meeting ("AGM") of the Company was held today i.e. Wednesday, September 30, 2020 at 10.00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue to transact the business as stated in the Notice dated September 03, 2020, convening the AGM. The proceedings of the AGM is deemed to be conducted at the Registered Office of the Company which is the deemed venue of the Meeting.

Pursuant to Regulation 30 read with Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith proceedings of the Eleventh Annual General Meeting of the Company.

Kindly take the same on records.

Thanking You,
Yours faithfully,

For **Ducon Infratechnologies Limited**

Darshit
Prakash
Parikh

Darshit Parikh
Company Secretary
Encl.: Copy as above

PROCEEDINGS OF THE ELEVENTH ANNUAL GENERAL MEETING OF THE COMPANY

The 11th Annual General Meeting ('AGM') of Ducon Infratechnologies Limited ('the Company') was held on Wednesday, September 30, 2020 at 10.00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and other social distancing norms in view of the challenges and risk faced due to the ongoing CoronaVirus (Covid-19) pandemic.

In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

Directors Present through VC:

Mr. Harish Shetty, Chairman for the Meeting, Executive Director and CFO - Registered Office, Mumbai

Mr. Chandrasekhar Ganesan, Executive Director - Registered Office, Mumbai

Mr. Abhinav Anand, Director, Non-Executive, Independent Director – Residence, Delhi

Mr. Suddatta Subhankar, Non-Executive, Independent Director - Residence, Delhi

By Invitation through VC:

Mrs. Hitesh Shah – Hitesh Shah & Associates, Statutory Auditors

Ms. Shruti Shah - Scrutiniser

Mr. Harish Shetty, Executive Director & CFO of the Company, being appointed as Chairman for the meeting, chaired the 11th Annual General Meeting.

The number of shareholders as on record date i.e. 23.09.2020 were 19309.





The details of number of shareholders present in the meeting are as follows:

Category	Promoter and Promoter Group	Public	Total
In Person	N.A.	N.A.	-
Through Proxy/Authorized Representative	N.A.	N.A.	-
Video Conference	0	30	30
Total	0	30	30

1. Mr. Harish Shetty, Executive Director & CFO of the Company chaired the proceedings of the AGM. Mr. Darshit Parikh, Company Secretary of the Company welcomed all the members and called the meeting to order as requisite quorum was present. He then requested the Board of Directors to introduce themselves.
2. Mr. Darshit Parikh, Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). He further informed that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility. He also informed that the Company has provided live webcast facility for the Members to view the live proceedings of the AGM.
3. Mr. Harish Shetty delivered his speech to shareholders.
4. Thereafter Mr. Darshit Parikh, Company Secretary declared that the Notice convening the 11th AGM, Boards' Report and the Financial Statements along with Auditors' Report for the financial year ended March 31, 2020 had been sent through electronic mode to the Members. Accordingly, the Notice and the Auditor's Report were taken as read. There was no qualification, adverse remark or disclaimer in the Auditors' Report on Standalone and Consolidated Financial Statements for the financial year 2019-2020.
5. The Company Secretary informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. (IST) on Sunday, September 27, 2020 and ended at 5.00 p.m. (IST) on Tuesday, 29th September, 2020 in proportion to their shares held as on cut-off date of September 23, 2020 on all the Ordinary and Special Resolutions as set out in the Notice of AGM. The Company Secretary informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.





6. The Company had appointed Ms. Shruti H. Shah, Practicing Company Secretary (FCS No. 8852), as the Scrutinizer for the purpose of scrutinizing of Remote E-voting and E-voting done at the AGM in a fair and transparent manner.

The following items of business, as per the Notice of AGM dated September 3, 2020, were put to vote through remote e-voting and e-voting at the AGM:

Sr. No.	Particulars	Type of Resolution
1	Adoption of Audited Financial statement of the Company for the Financial year ended March 31, 2020, and the reports of the Board of Directors and Auditors thereon.	Ordinary
2	Appointment of Director in place of Mr. Chandrasekhar Ganesan (Din: 07144708), who retires from the office of director by rotation and being eligible, offers himself for re-appointment.	Ordinary
3	Alteration of Main Object Clause of the Company	Special
4	Alteration of Articles of Association of the Company	Special
5	(A) Conversion of loan into Equity Shares to Mr. Arun Govil, Promoter and Director of the Company, on a preferential Basis (B) Issuance of Warrants convertible into Equity shares to Mr. Arun Govil, Promoter and Director of the Company on Preferential basis on Conversion of loan (C) Conversion of Loan into Equity Shares	Special Special Special
6	Appointment of Mr. Sudatta Subhankar (Din no.: 08706538) as an Independent Director	Ordinary

On the invitation of the Company Secretary, Members who had registered themselves as speakers, addressed the meeting through VC/OAVM and sought clarification on the Company's businesses. Mr. Chandrasekhar Ganesan, Executive Director of the Company responded to the queries of the Members and provided clarifications.

Thereafter, the Company Secretary announced for voting to be taken electronically (e-voting).

The Company Secretary announced that the e-voting results along with the consolidated Scrutinizer's report shall be announced at the registered office of the Company and the same will be displayed on the website of the Company www.duconinfra.co.in. The Chairman also informed that the voting results would also be intimated to BSE Limited and National Stock Exchange Limited.





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The Company Secretary thanked the Members present through VC and concluded the AGM at 10.45 a.m. after being open for 15 minutes for e-voting to be completed.

Post completion of the Annual General Meeting, after scrutiny of votes, the Scrutinizer submitted her Report. As per the report submitted by the Scrutinizer considering the consolidated results of the Remote E-voting and E-voting at the AGM, all resolutions (Ordinary and Special) embodied in the Notice of Annual General Meeting dated September 3, 2020 were passed with requisite majority.

For **Ducon Infratechnologies Limited**


Harish Shetty
Executive Director
DIN NO.: 07144684

