

**DUCON INFRATECHNOLOGIES LIMITED**

(Formerly known as "Dynacons 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.dtiindia.com CIN : L72900MH2009PLC191412

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF DUCON INFRATECHNOLOGIES LIMITED (FORMERLY KNOWN AS DYNACONS TECHNOLOGIES LIMITED ("COMPANY") HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 78, RATNAJYOT INDUSTRIAL ESTATE, IRLA LANE, VILE PARLE (WEST), MUMBAI - 400056, MAHARASHTRA ON 29th MARCH, 2015 AT 11 A.M.

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, of the Companies Act, 1956, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum of Association read with the Articles of Association of the Company and subject to the requisite sanction of the High Court of Judicature at Bombay, as the case may be, and such other statutory/regulatory authority(ies), as may be applicable, consent of the Board of Directors (hereinafter referred to as the 'Board') be and is hereby accorded for approving the Scheme of Arrangement ("Scheme") between Ducon Technologies (India) Private Limited ("Demerged Company") and Ducon Infratechnologies Limited ("Resulting Company") and their respective shareholders and creditors providing for the demerger of the demerged undertaking of the Demerged Company to the Company with effect from 1st April, 2015 ("Appointed Date"), as per the terms and conditions mentioned in the draft scheme submitted to identification, be and is hereby approved.

RESOLVED FURTHER THAT the Share Exchange Ratio of 66 (sixty six) equity shares of Re. 1/- each of the Company to be issued and allotted to the equity shareholders of the Demerged Company, for every 25 (twenty five) equity shares of Rs. 10/- (Rupees Ten only) each held by them.

"RESOLVED FURTHER THAT any Directors of the Company or the Company Secretary of the Company (referred to as Authorised Representative(s) of the Company) be and are hereby authorized to carry out or assent to any modifications/ amendments to the Scheme or to any conditions or limitations that the High Court and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate."

"RESOLVED FURTHER THAT any of the Authorised Representative(s) be and hereby jointly or severally authorized to take all actions and decide all matters relating to and/or incidental to the aforesaid scheme, including but not limited to:

- Preparing and signing the scheme of arrangement, applications, petitions, affidavits, undertakings, vakalatnamas, declarations, letters, notices, documents, papers and the like on behalf of the Company in consultation with the advocates appointed for the purpose of giving effect to the said scheme of arrangement;
- Filing applications with the High Court of Judicature at Bombay or such other appropriate authority seeking directions as to convening or dispensing with the meeting of the shareholders or creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the High Court;
- Signing and issuing public advertisements and to issue notices to the members or any other class of persons, as per directions of the Hon'ble High Court of Judicature at Bombay or the NCLT, as the case may be;
- Filing and submitting the scheme of arrangement, necessary petitions, affidavits, letters, documents, papers and the like with the High Court of Judicature at Bombay, Registrar of Companies, Regional Director and/or any other authority as may be required pursuant to the relevant provisions of applicable laws, rules or regulations;

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- e) Engaging Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and signing and executing vakalatnama wherever necessary, and signing and issuing public advertisements and notices;
- f) Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- g) To communicate and correspond with the stock exchanges, banks, institutions, investors, government authorities, local authorities and other authorities where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;
- h) Making any modifications/alterations/changes therein as may be suggested, prescribed, expedient or necessary for satisfying the requirement or conditions imposed by the High Court, Registrar of Companies, Regional Director, Income Tax Authorities, other Governmental Authorities and/or any other authority;
- i) Withdrawing the scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Court and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;
- j) Settling any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- k) Obtaining the order of the Hon'ble High Court of Judicature at Bombay, as the case may be, approving the scheme and filing the same with the Registrar of Companies, Mumbai, Maharashtra, so as to make the sanctioned scheme effective;
- l) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the scheme and for matters connected therewith or incidental thereto; and
- m) Filing a copy of the resolution duly certified and forward to the concerned authorities including the Hon'ble High Court of Judicature at Bombay, as the case may be

"RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in the presence of any Directors of the Company or the Company Secretary of the Company."

"RESOLVED FURTHER THAT any one Directors or the Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

For Dupon Infratechnologies Limited


 Darshit Parikh
 [Company Secretary]

Place: Mumbai

Date: 29.03.2016



Ducon Technologies (I) Private Limited

Plot No. A/4, Road No. 1, Behind Apla Company, MIDC, Wagle Industrial Estate, Thane-400604
U33130MH2005PTC151830

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF DUCON TECHNOLOGIES (INDIA) PRIVATE LIMITED ("COMPANY") HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. A-4, ROAD NO. 1, BEHIND APLAB COMPANY, MIDC, WAGLE INDUSTRIAL ESTATE, THANE - 400604, MAHARASHTRA ON MARCH 29th, 2016 AT 2 P.M

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, of the Companies Act, 1956, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum of Association read with the Articles of Association of the Company and subject to the requisite consents of the shareholders being obtained and such other approvals from governmental/statutory authorities, if required or as may be directed by the High Court of Judicature at Bombay, consent of the Board of Directors (hereinafter referred to as the 'Board') be and is hereby accorded for approving the Scheme of Arrangement ("Scheme") between the Company and Ducon Infratechnologies Limited (formerly known as Dynacons Technologies Limited) ("Resulting Company") and their respective shareholders and creditors providing for the demerger of the demerged undertaking of the Company to the Resulting Company with effect from 1st April, 2015 ("Appointed Date"), as per the terms and conditions mentioned in the draft scheme submitted to identification, be and is hereby approved.

"RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company, (collectively referred to as Authorised Representative(s) of the Company) be and are hereby and severally authorized to carry out or assent to any modifications/ amendments to the Scheme or to any conditions or limitations that the High Court and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate."

"RESOLVED FURTHER THAT any of the Authorised Representative(s) be and hereby or severally authorized to take all actions and decide all matters relating to and/or incidental to the aforesaid scheme, including but not limited to:

- a) Preparing and signing the scheme of amalgamation, applications, petitions, affidavits, undertakings, vakalatnamas, declarations, letters, notices, documents, papers and the like on behalf of the Company in consultation with the advocates appointed for the purpose of giving effect to the said scheme of amalgamation;
- b) Filing applications with the High Court of Judicature at Bombay or such other appropriate authority seeking directions as to convening or dispensing with the meeting of the shareholders or creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the High Court;
- c) Signing and issuing public advertisements and to issue notices to the members or any other class of persons, as per directions of the Hon'ble High Court of Judicature at Bombay or the NCLT, as the case may be;
- d) Filing and submitting the scheme of amalgamation, necessary petitions, affidavits, letters, documents, papers and the like with the High Court of Judicature at Bombay, Registrar of Companies, Regional Director and/or any other authority as may be required pursuant to the relevant provisions of applicable laws, rules or regulations;
- e) Engaging Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and signing and executing vakalatnama wherever necessary, and signing and issuing public advertisements and notices;
- f) Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;




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- g) Making any modifications/alterations/changes therein as may be suggested, prescribed, expedient or necessary for satisfying the requirement or conditions imposed by the High Court, Registrar of Companies, Regional Director, Income Tax Authorities, other Governmental Authorities and/or any other authority;
- h) Withdrawing the scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Court and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;
- i) Settling any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- j) Obtaining the order of the Hon'ble High Court of Judicature at Bombay, as the case may be, approving the scheme and filing the same with the Registrar of Companies, Mumbai, Maharashtra, so as to make the sanctioned scheme effective;
- k) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the scheme and for matters connected therewith or incidental thereto; and
- l) Filing a copy of the resolution duly certified and forward to the concerned authorities including the Hon'ble High Court of Judicature at Bombay, as the case may be.

"RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in the presence of any Director of the Company or the Company Secretary of the Company."

"RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

FOR DUCON TECHNOLOGIES (I) PRIVATE LIMITED


Harish Shetty
Director
Din: 07144584



Place: Mumbai

Date: 29.03.2016