



DUCON INFRATECHNOLOGIES LIMITED

(Formerly known as "Dynacons Technologies Limited")
Regd. Office : Ducson 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.dtlindia.com CIN : L72900MH2009PLC191412

ANNEXURE 1E

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between DUCON INFRATECHNOLOGIES LIMITED and Ducson Technologies (I) Private Limited their respective shareholders and Creditors.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr No.	Requirements as per CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock having nation-wide trading terminals as the designated stock exchange for the purpose coordinating with SEBI.	Yes - The Designated stock exchanges for the purpose of coordinating with SEBI shall be the National Stock Exchange of India
Compliance as per Part A, Annexure I to the Circular		
2	Documents to be submitted:	
2.a	Draft Scheme of Arrangement / amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes.
2.b	Valuation Report from Independent Chartered Accountant	Yes.
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes.
2.d	Fairness opinion by merchant banker	Yes.
2.f	Pre and post arrangement shareholding of the pattern of	Yes



2.g	<p>unlisted company</p> <p>Audited/Unaudited financials of last 3 financial years of the unlisted company (financials not being more than 6 months old)</p>	Yes.
2.h	Compliance with Clause 49 of Listing Agreement	Yes.
3	<p>Complaints Report</p> <p>The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956</p>	Will be submitted in due course as per SEBI Circular dated November 30, 2015
4	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Transferee Company will not issue/ reissue any shares, not covered under the draft scheme except for the shares to be issued, if any, under any ESOP schemes.



6	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (b) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

For DUCON INFRA TECHNOLOGIES LIMITED

D. Prithvi

Company Secretary & Chief Compliance Officer FCS No: 5189

Date: 23rd, August, 2016

