



DUCON INFRA TECHNOLOGIES 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.dlindia.com CIN : L72900MH2009PLC191412

Confirmation to be submitted by the company:

To,
 The General Manager,
 Department of Corporate Services,
 BSE Limited,
 P.J. Towers, Dalal Street,
 Mumbai - 400 001.

Dear Sir,

Sub: Application under Regulation 37 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or the proposed Scheme of Arrangement ("the Scheme") between Ducon Technologies (India) Private Limited (Demerged Company) and Ducon Infrotechnologies Limited (Resulting Company)

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in regulation 37(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, I shall disclose:
 - i) the pre and post amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation together with all documents mentioned in Clause 5.13 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per Website link given hereunder: www.dlindia.com
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



8.9.18

- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation.

For Ducon Infatechnologies Limited

D. Parikh

**Darshit Parikh
Company Secretary**

