

**NOTICE**

**NOTICE** is hereby given that the Seventh Annual General Meeting of the members of **Ducon Infratechnologies Limited (formerly known as Dynacons Technologies Limited)** (CIN : L72900MH2009PLC191412) will be held on Friday, **30<sup>th</sup> Day of September, 2016** at **11.30 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, 2016 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, 2016 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 Statutory Auditors of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board, M/s. P. Parikh & Associates, Chartered Accountants (Firm Registration No. 107564W), be and is hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. Palan & Co., Chartered Accountants, and who shall hold office from the conclusion of this Annual General Meeting for a term of consecutive five years till conclusion of the 12th Annual General Meeting subject to ratification of their appointment by the members at every Annual General Meeting, as may be required under the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to fix such remuneration and the reimbursement of out-of-pocket expenses, if any, as may be determined by the Audit Committee and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**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** Mr. Arun Govil (Din no.: 01914619) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29<sup>th</sup> September, 2015, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification or re-enactment thereof) read with the applicable provisions of the Articles of Association of the Company, and if applicable, subject to the approval of the Central Government, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Arun Govil (Din no.: 01914619) as Managing Director of the Company for a period of Three years with effect from September 30, 2016, as per the terms and conditions detailed in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby entitled to modify/revise the terms and conditions of the remuneration of Mr. Govil, however, the terms of remuneration of Mr. Govil shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.



**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**4. Appointment of Mr. Harish Shetty (Din no.:07144684) as an Executive Director:**

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

**"RESOLVED THAT** Mr. Harish Shetty (holding Din:07144684), who was appointed as an Additional, Executive Director of the Company by the Board of Directors with effect from 20th January, 2016, in terms of Section 161(1) of the Companies Act, 2013 and Article 78 of Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2021, liable to retire by rotation."

**5. Appointment of Mr. Chandrasekhar Ganesan (Din no.:07144708) as an Executive Director:**

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

**"RESOLVED THAT** Mr. Chandrasekhar Ganesan (holding Din: 07144708), who was appointed as an Additional, Executive Director of the Company by the Board of Directors with effect from 20th January, 2016, in terms of Section 161(1) of the Companies Act, 2013 and as per Article 78 of Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2021, liable to retire by rotation."

**6. Appointment of Ms. Pinakee Parikh (Din no.:07297861) as an Independent Director:**

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

**"RESOLVED THAT** Ms. Pinakee Parikh (holding Din: 07297861), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24<sup>th</sup> September, 2015, in terms of Section 161(1) of the Companies Act, 2013 and as per Article 78 of Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2021, not liable to retire by rotation."

**7. Borrowing Powers**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** in supersession of earlier resolution passed with approval of members in general meeting and pursuant to Section 180(1) (c) (previously being Section 293(1)(d) of the Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act"), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency by way of availing of long/short term loans, commercial papers, by way of issue of bonds/notes and all kinds of financial assistance, secured/unsecured from banking companies, financial institutions, bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, foreign institutional investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained

and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 100 Crores (Rupees Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By Order of the Board of Directors**  
For **Ducon Infratechnologies Ltd.**  
(formerly known as Dynacons Technologies Ltd.)

**Place :** Thane  
**Date :** September 1, 2016

**Chandrasekhar Ganesan**  
Director  
DIN: 07144708

**Harish Shetty**  
Director  
DIN: 07144684

**Registered Office**

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

NOTES

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 2 to 7 forms part of this Notice. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings in respect of Director seeking re-appointment at the Annual General Meeting for Item no. 3 to 7 is furnished as annexure to the Notice.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
3. 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.
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. 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.
6. The Register of Members and Share Transfer books of the Company will remain closed from Saturday, the 24th day of September, 2016 to Friday, the 30th day of September, 2016. (both days inclusive).
7. 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.



8. 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.
9. 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.
10. 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.
11. In compliance with the provisions of Section 108 of the act and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited(NSDL), on all the resolutions set forth in the notice.
12. Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agents- BSPL. Shareholders holding shares in electronic form must advise their respective depository participants about change in address and not to the Company.
13. 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.
14. 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.
15. Annual Listing fees for the year 2016-17 has been paid to all stock exchange wherein shares of the Company are listed.
16. 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.
17. The Notice of the AGM along with the Annual Report 2015-16 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 2015-16 will also be available on the Company's website viz. [www.dtlindia.com](http://www.dtlindia.com).
18. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
19. The board of directors have appointed Ms. Shruti H. Shah, Practicing Company Secretary (Membership No. ACS 22923) as scrutinizer
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services 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.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
- i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
  - iii. Click on Shareholder – Login.
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Ducon Infratechnologies Limited. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii. 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 [csshutishah@gmail.com](mailto:csshutishah@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com).
- 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 Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

**C. Other Instructions:**

- i. The e-voting period commences on September 27, 2016 (9:00 am IST) and ends on September 29, 2016 (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 23, 2016, may cast their vote electronically. 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. 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 23, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](mailto:evoting@nsdl.co.in).

- iii. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 23rd September, 2016.
- iv. Ms. Shruti H. Shah, Practicing Company Secretary (Membership No. 22923) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- v. The Scrutinizer shall within a period of not exceeding two (2) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- vi. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Shruti H. Shah, Practicing Company Secretary (Membership No. 22923), at the Registered Office of the Company not later than September 29, 2016 (5:00 pm IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [investor@dtlindia.com](mailto:investor@dtlindia.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than September 29, 2016 (5:00 pm IST).

Ballot Form received after this date will be treated as invalid.

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.

- vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dtlindia.com](http://www.dtlindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the Seventh AGM of the Company on September 30, 2016 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.**  
(formerly known as Dynacons Technologies Ltd.)

**Place :** Thane  
**Date :** September 1, 2016

**Chandrasekhar Ganesan**  
Director  
DIN: 07144708

**Harish Shetty**  
Director  
DIN: 07144684

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

**EXPLANATORY STATEMENTS**

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. 2, 4 to 8 of the accompanying Notice dated September 1, 2016.

**ITEM NO. 2**

In view of the provisions of Section 139 of the Companies Act, 2013, M/s. Palan & Co, have shown their disinterest for re-appointment as Statutory Auditors of the Company. Accordingly, it is proposed that the Company may appoint M/s. P. Parikh & Associates, Chartered Accountants, having registration No. 107564W, as Statutory Auditors in place of M/s. Palan & Co., Chartered Accountants, the vacating Statutory Auditors. The Company has received special notice u/s 115 and 140(4) of the Companies Act, 2013 from the member of the Company proposing to appoint M/s. P. Parikh & Associates as Statutory Auditors in place of the retiring auditors. The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s. P Parikh & Associates, Chartered Accountants as statutory auditors in place of the vacating Auditor M/s. Palan & Co. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No.2 of the Notice except to the extent of their shareholding in the Company.

The Board of the Directors accordingly recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the members.

**Item No 3****Mr. Arun Govil**

In compliance with the provision of Section 203 of the act, the 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 30 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.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice together with a deposit of INR 1,00,000/- proposing his candidature for the office of Director. Further, Mr. Govil has also been 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 Board recommends the resolution at item No. 4 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 4 of the Notice except Mr. Arun Govil.

**ITEM NO. 4 & 5**

In the opinion of the board, the directors fulfill the conditions specified in the Act and rules framed thereunder for appointment as an Executive Director. The board has recommended the appointment of Mr. Harish Shetty and Mr. Chandrasekhar Ganesan as an Executive Directors of the Company till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2021. In compliance with the provision of Section 160 of the Act, the appointment of Mr. Harish Shetty and Mr. Chandrasekhar Ganesan as Executive Directors of the Company is now being placed before the members for their approval.

**The brief profile of Executive Directors are as under:****Mr. Harish Shetty**

Mr. Harish Shetty has more than 2 decades of experience in accounts, finance and Taxation. He has been headed the accounts and finance functions of companies across manufacturing, service and EPC sectors. He is also having thorough knowledge of handling



multistate operations and ensuring statutory compliance.

#### **Mr. Chandrasekhar Ganesan**

Mr. Chandrasekhar Ganesan began his 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. Extensively travelled and possess 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.

In the opinion of the board, the directors fulfill the conditions specified in the act and rules framed thereunder for appointment as an Executive Directors of the Company. The board has recommended the appointment of Mr. Harish Shetty and Mr. Chandrasekhar Ganesan as Executive Directors of the Company till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2021.

The Board recommends the resolution at item No. 5 & 6 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 5 & 6 of the Notice except Mr. Harish Shetty and Mr. Chandrasekhar Ganesan.

#### **ITEM NO. 6**

Pursuant to the provisions of Section 149 of Companies Act, 2013(The Act), which came into effect from April 1, 2014, the Independent Directors are not liable to retire by rotation.

Mrs. Pinakee Parikh, Non-executive Director of the Company, has given a declaration to the board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the board, the directors fulfill the conditions specified in the act and rules framed thereunder for appointment as an Independent Director. The board has recommended the appointment of Mrs. Pinakee Parikh, as an Independent Director of the Company till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2021.

In compliance with the provision of Section 149 of the act, the appointment of Mrs. Pinakee Parikh, as an Independent director is now being placed before the members for their approval.

#### **The brief profile of Independent Director is as under:**

#### **Mrs. Pinakee Parikh**

Mrs. Pinakee Parikh is a Chartered Accountant by qualification and is working as the head of the Taxation Department over a period of three years with Chartered Accountants firm, based in Mumbai. She has experience in the field of Tax litigations, duly drafting and handling Scrutiny assessments and Appeals at CIT(A) and Tribunal level, Tax audit and Vat audit.

The Board recommends the resolution at item No. 7 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 7 of the Notice except Mrs. Pinakee Parikh.

#### **ITEM NO. 7**

Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not, except with the consent of the Company in General Meeting, borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase. Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 100 Crores (Rupees Hundred Crores Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The Board of Directors commend passing of the resolution set out in item no. 8 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.



## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(In Pursuance of Clause 49 of the Listing Agreement)

Particulars	Mr. Arun Govil	Mr. Harish Shetty	Mr. Chandrasekhar Ganesan	Mrs. Pinakee Parikh
Director	01914619	07144684	07144708	07297861
Identification Number (DIN)				
Date of Birth	07/09/1955	15/07/1974	01/02/1960	13/06/1989
Date of Appointment	29-09-2015	20-01-2016	20-01-2016	24-09-2015
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 30 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.	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.	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 possess 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.	Taxation Department over a period of 3 years with Chartered Accountants firm, based in Mumbai. Has experience in the field of Tax litigations, duly drafting and handling Scrutiny assessments and Appeals at CIT(A) and Tribunal level, Tax audit and Vat audit
Qualification	Engineer	BCom, CA Inter	Engineer	Chartered Accountant
Directorship in other Companies (Public Limited Companies)	Please refer Corporate Governance Report section of the Annual Report 2015-16	Please refer Corporate Governance Report section of the Annual Report 2015-16	Please refer Corporate Governance Report section of the Annual Report 2015-16	Please refer Corporate Governance Report section of the Annual Report 2015-16
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				
No. of Shares held in the Company	47190552	NIL	NIL	NIL

**By Order of the Board of Directors**  
For **Ducon Infratechnologies Ltd.**  
(formerly known as Dynacons Technologies Ltd.)

**Place :** Thane  
**Date :** September 1, 2016

**Chandrasekhar Ganesan**  
Director  
DIN: 07144708

**Harish Shetty**  
Director  
DIN: 07144684

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