



## DUCON INFRA TECHNOLOGIES LIMITED

[ BSE: 534674, NSE: DUCON ]

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.duconinfra.co.in](http://www.duconinfra.co.in)

CIN: L72900MH2009PLC191412

July 31, 2020

To,  
Manager-CRD  
**The Bombay Stock Exchange Ltd, Mumbai**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

**Script Code: BSE 534674 / NSE DUCON**

**Sub: Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance report of Ducon Infratechnologies Limited for the year ended on March 31, 2020, issued by Mr. Gaurang Shah, Practising Company Secretary, Mumbai.

Kindly acknowledge the receipt for the same.

Thanking you,

Yours faithfully,

For **Ducon Infratechnologies Ltd.**

Darshit  
Prakash  
Parikh

**Darshit Parikh**  
**Company Secretary**

CC: National Stock Exchange of India Limited  
Mumbai



# GMS & CO.

## Practicing Company Secretary

Office: 302/ A- Wing, Rushabh Enclave, Near Ambemata Temple, Bhayander (W), Thane- 401101

### Annex-A

#### **Secretarial compliance report of Ducon Infratechnologies Limited for the year ended 31.03.2020**

I, Mr. Gaurang Shah have examined:

- (a) all the documents and records made available to us and explanation provided by Ducon Infratechnologies Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not applicable** as the Company has not brought back/ propose to buyback any of its securities during the financial year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not applicable** during the financial year under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable** as the Company has not issued any debt securities during the financial year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013- **Not applicable** as the Company has not issued any preference shares during the financial year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable** as the Company has not issued any ESOP during the financial year under review;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client- **Not applicable** as the Company is not registered as Registrar to Issue and Share Transfer Agents during the financial year under review;



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- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable** as the Company has not delisted or propose to delist its equity shares from any stock exchange during the financial year under review;  
and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except,:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1), 18(1), 19(1)/19(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015	Non-Compliance with the requirements pertaining to composition of Board, Audit Committee and Nomination and Remuneration Committee	The Company taken adequate steps by appointing Mr. Sudatta Subhankar, as Non-Executive, Independent Director of the Company w.e.f. 20.02.2020 and simultaneously as Chairman of Nomination & Remuneration Committee, and member of Stakeholders Relationship Committee and Audit Committee and complied with Regulation 17(1), 18(1), 19(1)/19(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	The Company had appointed Mr. Sudatta Subhankar, was appointed as	Regulation 17(1), 18(1), 19(1)/19(2) of SEBI (Listing Obligations and	The Company paid a fine of Rs. 5,20,380 each at National Stock Exchange	The Company taken adequate steps and complied with Regulation



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Non-Executive, Independent Director of the Company w.e.f. 20.02.2020 and simultaneously as Chairman of Nomination & Remuneration Committee, and member of Stakeholders Relationship Committee and Audit Committee to comply with Regulation 17(1), 18(1), 19(1)/19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Disclosure Requirements) Regulations, 2015	Limited and BSE Limited on February 18, 2020	17(1), 18(1), 19(1)/19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

For GMS & Co.,

*Gaurang M. Shah*  
Mr. Gaurang Shah



UDIN: A032581B000507088

Date: 27/07/2020

Place: Thane