

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2023.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on corporate governance is to conduct its business in a manner, which is ethical and transparent with all stakeholders in the Company, including shareholders, vendors, creditors and employees. The Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance and has consistently endeavoured to practice good Corporate Governance.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance of Ducon Infratechnologies Limited ('the Company'/'DIL'/'Ducon').

During the financial year under review, adequate monitoring systems were followed to safeguard against major risk and to ensure implementation of policies and procedures in order to fulfill the Company's social, legal and ethical responsibilities.

Ducon firmly believes that all its operations and actions must serve the underlying goal of long term value creation for its shareholders and its investors. The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders. The Company in its approach to adopt the best possible practices of Corporate Governance and keeping adherence to the latest rules and regulations prescribed by various regulatory authorities, has taken all the necessary steps to stay in line with the continuously progressing governance demands.

2. BOARD OF DIRECTORS

Ducon Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

The Board of your Company comprises highly experienced persons of repute, eminence and has a good and diverse mix of Executive and Non-Executive Directors with majority of the Board members comprising Independent Directors including Independent Women Directors. The Board composition is in conformity with the applicable provisions of Companies Act, 2013 (the Act) and Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time. As on date of this Annual Report, the Board consists of Eight Directors comprising three Executive Directors, five Non- Executive Independent Directors including one female director & one Non-Executive Non - Independent Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board as part of its succession planning exercise, periodically reviews its composition to ensure that the same is closely aligned with the strategy and long- term needs of the Company.

BOARD MEETING AND PROCEDURES

The detailed Agenda, setting out the business to be transacted at the Meeting(s), is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s) and in case of Board Meeting convened at shorter notice, decisions taken at such Board Meeting was circulated to all the Directors and the same was ratified by the Independent Director.

In some instances, documents are tabled at the meetings and the presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings. The information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration. The Directors are also provided the facility of video conferencing/any other audio visual means to enable them to participate effectively in the Meeting(s), as and when required.

Seven Board Meetings were held during the year 2022-2023. The Board Meetings were held through Video Conferencing mode or other audio/visual modes:

The dates on which the Board Meetings were held are as follows:

April 05, 2022, May 30, 2022, August 09, 2022, September 06, 2022, November 14, 2022, January 23, 2023 & February 28, 2023.

One Circular Resolution dated 1st December, 2022 was passed in the matter of resignation of Ms. Reema Shah (DIN: 09487913), from the post of Non-Executive, Independent Director and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee with effect from 1st December, 2022.

The maximum gap between any two meetings was not more than one hundred and twenty days. As mandated by proviso under Regulation 17A (1) of the Listing Regulations as of March 31, 2023, none of the Independent Directors of the Company served as an Independent Director in more than seven listed entities and as per Regulation 26 of Listing Regulations none of Directors is a member of more than ten Committees or acting as Chairperson of more than five Committees across all listed companies in which he/she is a Director. None of the Directors on the Board holds directorships in more than ten public companies. The necessary disclosures regarding Committee positions have been made by the Directors. None of the Directors are related to each other.

Role of Board of Directors

The Board exercises its duties with care, skill and diligence and exercises independent judgment. It sets strategic goals and seeks accountability for their fulfillment. The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction of the Company. As trustees, the Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and societal expectations.

The Independent Directors have made disclosures confirming that there are no material, financial and/or commercial transactions between Independent Directors and the Company which could have potential conflict of interest with the Company at large except the following:

The Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

The Non-Executive Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations and decisions of the Board.

The Directors of the Company are provided with well-structured and comprehensive agenda papers in advance. All material information is incorporated in the Agenda for facilitating meaningful and focused discussion in the meeting. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meeting.

Change in the Board

Mr. Harish Shetty (DIN: 07144684) was appointed as the Executive Whole Time Director and Chief financial Officer of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

Mr. Chandrasekhar Ganesan (DIN-07144708) was appointed as the Executive Whole Time Director of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

Ms. Ratna Jhaveri (DIN-07732263) was appointed as an Independent Director for a first term of 5 years at the AGM held on 29th September, 2017 and was reappointed for the second term of five years at the AGM held on 30th September, 2022.

Mr. Maruti Deore's (DIN: 02780312) designation was changed from Non-Executive, Independent Director to Non-Executive, Non-Independent Director on 14th November, 2022.

Ms. Reema Shah (DIN:09487913), had resigned from the Post of Non-Executive, Independent Director and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee with effect from 1st December, 2022.

Mr. Sanjay Vasaikar (DIN:03213340) was appointed as an Additional Director (Non-Executive, Independent) of the Company and simultaneously as a member of Audit Committee, Stakeholder and Relationship Committee and Nomination & Remuneration Committee of the Company with effect from 28th February, 2023; and on 20th April, 2023 he resigned from the Post of Additional Director (Non-Executive, Independent) of the Company and simultaneously from the membership of Audit Committee, Stakeholder & Relationship Committee and Nomination & Remuneration Committee of the Company.

The Board on the basis of recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Apeksha Agiwal (DIN: 10083559) as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 17th July, 2023 and simultaneously as a member of Audit Committee, Stakeholder and Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company.

As per the provisions of Regulation 17 of Listing Regulations, approval of Shareholders, for appointment of Director on the Board shall be taken either at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. The proposals seeking approval of the Shareholders for appointment of Ms. Apeksha Agiwal forms a part of the Notice in this Annual Report.

Composition and category

The following table gives details of composition of the Board of Directors as on March 31, 2023 and also the number of other Board of Directors of which they are a member/Chairman are as under:

Name of Director	Category of Directorship	Attendance at last AGM	No. of Board Meetings Attended	No. of other Directorships in other listed Companies	Membership of other board Committees in Audit / Stakeholders Relationship Committee	Chairmanships in Audit / Stakeholders Relationship Committee	Category of directorship and Names of other listed entities where person is a director
& Mr. Arun Govil DIN: 01914619	Managing Director	Yes	5	0	0	0	Nil
#Mr. Harish Shetty DIN: 07144684	Executive Director	Yes	7	0	0	0	Nil
\$ Mr. Chandrasekhar Ganesan DIN: 07144708	Executive Director	Yes	7	0	0	0	Nil
%Ms. Ratna Jhaveri DIN:07732263	Non- Executive & Independent Director	No	4	0	2	0	Nil
~Mr. Prakash Vaghela DIN: 07768595	Non- Executive & Independent Director	Yes	6	4	6	1	Non-Executive Independent Director (i) SVP Global Ventures Limited (ii) Diligent Media Corporation Limited (iii) National Standard (India) Limited (iv) Roselabs Finance Limited
€Mr. Jinesh Shah DIN: 08847375	Non- Executive & Independent Director	Yes	7	2	4	0	Non-Executive Independent Director (i) SVP Global Ventures Limited (ii) Santhanagar Enterprises Limited
@ Mr.Maruti Deore DIN: 02780312	Non- Executive & Non Independent Director	Yes	6	0	0	0	Nil
*Ms.Reema Shah DIN: 09487913	Non- Executive & Independent	Yes	5	0	0	0	Nil
^Mr. Sanjay Vasaikar DIN: 03213340	Non-Executive & Independent Director	Yes	0	0	0	0	Nil

& Mr. Arun Govil (DIN-01914619), was re-appointed as Managing Directors of the Company for a further period of 3 years at the Annual General meeting held on 30th September, 2022.

#Mr. Harish Shetty (DIN: 07144684) was appointed as the Executive Whole Time Director and Chief Financial Officer of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

\$Mr. Chandrasekhar Ganesan (DIN-07144708) was appointed as the Executive Whole Time Director of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

%Ms. Ratna Jhaveri (DIN-07732263) was appointed as an Independent Director for a first term of 5 years at the AGM held on 29th September, 2017 and was reappointed for the second term of five years at the AGM held on 30th September, 2022.

@On 14th November, 2022, Mr. Maruti Deore's (DIN: 02780312) designation was changed from Non-Executive, Independent Director to Non-Executive, Non-Independent Director.

*Ms. Reema Shah (DIN:09487913) had resigned from the Post of Non-Executive, Independent Director with effect from 1st December, 2022 and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee.

^Mr. Sanjay Vasaikar (DIN:03213340) was appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 28th February, 2023 and simultaneously as a member of Audit Committee; Stakeholder and Relationship Committee and Nomination & Remuneration Committee of the Company and he resigned from the post of Additional Director (Non-Executive, Independent) of the Company with effect from 20th April, 2023 and simultaneously from the membership of Audit; Stakeholder & Relationship and Nomination & Remuneration Committees of the Company due to prior work commitments & pre occupations only and he confirmed that there were no other material reasons for his resignations other than those provided in the resignation letter.

Notes-

- The above details of Directorship and Membership include the details of other Listed Companies.
- The details of Membership/Chairmanship include the details of only Audit and Stakeholder Committee.
- The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within the respective limits prescribed under the Act and the Listing Regulations.
- The above details exclude the details of Foreign Companies and Section 8 Companies.
- All the Non-Executive Directors are Independent Directors except Mr. Maruti Deore, who is Non-Executive, Non-Independent Director.
- None of the Directors of the Company have any inter-se relationship amongst them.
- Mr. Maruti Deore (DIN: 02780312), the Non-Executive Non-Independent Director of the Company hold 5,64,802 Equity shares of the Company.
- None of the Directors of the Company have any pecuniary relationship with the Company, except to the extent of receipt of remuneration/sitting fees paid and Equity shares held by any Director of the Company.

Particulars of Director seeking appointment/re-appointment at the Annual general meeting have been given in the annexure to the Notice.

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, expertise, experience and knowledge for its continued effectiveness and serving the Company's governance and strategic needs. The Directors possess necessary experience, skills and ability relevant to the Company's business and affairs.

Pursuant to Regulation 34(3) read with Schedule V Part (C) (2) (h) of Listing Regulations the Board of Directors has identified the following requisite skills/expertise and competencies for the effective functioning of the Company which are currently available with the Board.

Name of Director	Skills/Expertise/Competence of Directors						
	Leadership knowledge of Engineering Company	Strategic & Business Planing	Goveranance, Ethics & Business Planing	Audit & Risk Management	Sustainability	Human Resources	Information Technology Knowledge
Mr. Arun Govil	✓	✓	✓	✓	✓	✓	✓
Mr. Harish Shetty	✓	✓	✓	✓	✓	✓	✓
Mr. Chandrasekhar Ganesan	✓	✓	✓	✓	✓	✓	✓
Mr. Prakash Vaghela	✓	✓	✓	✓	✓	✓	✓
Mr. Jinesh Shah	✓	✓	✓	✓	✓	✓	✓
Ms. Ratna Jhaveri	-	-	✓	✓	✓	-	✓
Mr. Maruti Deore	✓	✓	✓	✓	✓	✓	✓
Ms. Reema Shah	-	✓	✓	✓	✓	-	✓
Mr. Sanjay Vasaikar	-	✓	✓	✓	✓	-	✓

The brief profiles of Directors are also available on the website of the Company <https://duconinfra.co.in/>

Pursuant to Clause C(2)(l) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board all the Independent Directors fulfill the conditions as specified in the Listing Regulations and are independent of the management.

The Board Committees play a crucial role in the Governance Structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations, which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as part of good governance practices. The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the Meeting of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the Meeting, as appropriate.

3. AUDIT COMMITTEE

The Company complies with the provisions of Section 177 of the Companies Act, 2013, as well as with the provisions of Regulation 18 read with Part C of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the Audit Committee and its functioning. As on 31st March, 2023, the Audit Committee comprised of Mr. Prakash Vaghela, Mr. Jinesh Shah, Ms. Ratna Jhaveri, Mr. Sanjay Vasaikar & Mr. Harish Shetty and Mr. Darshit Parikh, Company Secretary of the Company acted as a Secretary to the Audit Committee. Ms. Reema Shah was the Chairperson of the Committee. However, after Resignation of Ms. Reema Shah on 1st December, 2022, the Committee was chaired by Mr. Prakash Vaghela.

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

The Audit Committee met Six times during the financial year 2022-2023 on the following date:

May 30, 2022, August 09, 2022, September 06, 2022, November 14, 2022, January 23, 2023 & March 20, 2023.

The maximum gap between any two meetings was not more than one hundred and twenty days The necessary quorum was present for all the meetings.

The details of attendance of members of the Audit Committee are given as under:

Name of the Director	Category of the Directors	No of Meetings Held	No. of Meetings attended
*Ms. Reema Shah	Non-Executive & Independent Director	6	4
%Ms. Ratna Jhaveri	Non-Executive & Independent Director	6	6
#Mr. Harish Shetty	Executive Director	6	6
~Mr. Prakash Vaghela	Non-Executive & Independent Director	6	6
€Mr. Jinesh Shah	Non-Executive & Independent Director	6	6
^Mr. Sanjay Vasaikar	Non-Executive & Independent Director (Additional Director)	6	1

The Company has an Internal Audit Department which is headed by a qualified Chartered Accountant, who is responsible for conducting independent Internal Audit. The Internal Auditor reports directly to the Audit Committee of the Board.

The terms of reference of the Audit Committee are as follows:

- Recommending the appointment and removal of statutory auditor, fixation of terms of appointment, audit fees and also approval for payment for any other services.
- Reviewing with management the quarterly / annual financial statements before submission to the Board focusing primarily on the following:

- ♦ Any change in accounting policies and practices.
 - ♦ Any change in accounting policies and practices.
 - ♦ Compliance with accounting standards.
 - ♦ Major accounting entries based on exercise of judgement by management.
 - ♦ Matters required to be included in the Director's Responsibility Statement.
 - ♦ Significant adjustment arising out of audit.
 - ♦ Qualification in draft audit report.
- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity of a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity of a failure of internal control systems of a material nature and reporting the matter to the Board.
 - To ensure proper disclosure in the Quarterly, Half yearly and Annual Financial Statements and Auditors Report thereon.
 - To review the functioning of the Whistle Blower Mechanism.
 - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 - Scrutiny of inter-corporate loans and investments.
 - Discussion with statutory auditors before the audit commences, nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
 - Any related party transaction, i.e., transaction of the management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of Company at large.
 - Approval or any subsequent modification of transactions of the Company with related parties and granting omnibus approval to related party transactions which are in the ordinary course of business and on an arm's length basis and to review and approve such transactions.
 - Reviewing with the management, statutory and internal auditors, the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditors any significant findings and follow up thereon.
 - Valuation of undertakings or assets of the Company, wherever it is necessary.
 - Evaluation of internal financial controls and risk management systems. Reviewing the Company's financial and risk management policies.
 - Approval of appointment of CFO (i.e., the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experiences background etc. of the candidate.
 - Review and monitor the Auditor's independence, performance and effectiveness of audit process.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration committee consists of Non-Executive Directors with the Chairman being Mr. Prakash Vaghela, an Independent Director. The other members of Committee are Mr. Jinesh Shah, Ms. Reema Shah, Mr. Sanjay Vasaikar and Ms. Ratna Jhaveri. The Nomination and Remuneration committee met four times during the year.

The details of attendance of Members of Nomination and Remuneration in respect of Nomination and Remuneration Committee meetings are as under:

Name of the Director	Category	No. of Meetings attended
~Mr. Prakash Vaghela	Non-Executive & Independent Director	4
%Ms. Ratna Jhaveri	Non-Executive & Independent Director	4
€Mr. Jinesh Shah	Non-Executive & Independent Director	4
*Ms. Reema Shah	Non-Executive & Independent Director	2
^Mr. Sanjay Vasaikar	Non-Executive & Independent Director (Additional Director)	NA

The terms of reference of Nomination & Remuneration Committee are as follows:

The Nomination and Remuneration committee of the Company is constituted in line with the provisions of Regulation 19 with Part D of the Schedule II of SEBI Listing Regulations, read with Section 178 of the Act.

- To review the performance of the Chairman and Managing Director and the Directors after considering the Company's performance and to review overall compensation policy, service agreements, performance incentive and other employment conditions of Executive Director(s).
- To approve the annual Remuneration of the Directors and Employees of the Company.
- Recommend to the Board the setup and composition of the Board and its committees.
- To review overall compensation policy, service agreements, performance incentive and other employment conditions of Executive Director(s).
- Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- Oversee familiarization programs for Directors.

The terms of reference of the NRC, is uploaded on the Company's website at <https://duconinfra.co.in/wp-content/uploads/2022/08/Nomination-Remuneration-Policy.pdf>

Remuneration Policy

The Remuneration of the Executive Director is decided by the Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-a-vis the industry performance, track record of the Executive Directors.

Remuneration of employees largely consists of basic remuneration and performance incentives. The Company while deciding the remuneration package takes into consideration the employment scenario, remuneration package of the industry and the remuneration package of other Industries. The annual variable pay of Senior Managers is linked to the performance of the Company and their individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives. The details of Remuneration paid to Executive Directors are as follows:

Sr. No.	Name of the Director	Remuneration (Rs. in Lacs)	Total (Rs. in Lacs)
1	Mr. Arun Govil	2.40	2.40
2	Mr. Harish Shetty	43.00	43.00
3	Mr. Chandrasekhar Ganesan	24.69	24.69

The Company has not issued any Stock options to the Directors (Executive Directors and Non-Executive Directors which includes Independent Directors). Independent Directors of the Company have disclosed their holdings in Equity Shares or convertible instruments of the Company. There has been no pecuniary relationship or transactions between the Company and Independent Directors of the Company except to the extent of receipt of remuneration/sitting fees paid and Equity shares, if any, held by any Directors of the Company.

CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The criteria and manner for evaluation of performance of Independent Directors provide certain parameters like board composition & quality, commitment to the Company's vision, level of participation at Board/Committee Meeting, level of engagement and contribution, Independence of judgment, understanding duties, responsibilities, qualifications, disqualifications and liabilities as an independent director, up-to-date knowledge / information pertaining to business of the Company in which the Company is engaged in, implementation of good corporate governance practices. enhancing long term shareholders' value, professional approach, openness to ideas, providing guidance and counsel to senior management in strategic matters and rendering independent and unbiased opinion at the meetings etc., monitoring the Company's internal controls & review compliance Reports on applicable laws, regulations and guidelines.

The Board completed the performance evaluation of directors as per requirement of law. The Independent directors fulfilled the requirement of independence as laid down in the Act and Listing Regulations and are independent of management.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The stakeholders relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178(5) of the Companies Act, 2013.

The Stakeholder Relationship Committee was chaired by Ms. Reema Shah. The other Members of the Committee are Mr. Chandrasekhar Ganesan, Ms. Ratna Jhaveri, Mr. Prakash Vaghela, Mr. Sanjay Vasaikar and Mr. Jinesh Shah. However after Resignation of Ms. Reema Shah on 1st December, 2022, the Committee is chaired by Mr. Prakash Vaghela. Mr. Darshit Parikh, Company Secretary of the Company is the Compliance Officer of the Company. The Stakeholder & Relationship committee met five times during the year. The details of the meetings attended by the Directors are given below:

Name of the Director	Category	No. of Meetings attended
*Ms. Reema Shah	Non-Executive & Independent Director	3
\$Mr. Chandrasekhar Ganesan	Executive Director	5
~Mr. Prakash Vaghela	Non-Executive & Independent Director	5
€Mr. Jinesh Shah	Non-Executive & Independent Director	5
%Ms. Ratna Jhaveri	Non-Executive & Independent Director	5
^Mr. Sanjay Vasaikar	Non-Executive & Independent Director (Additional Director)	1

The Committee meets at frequent intervals, to approve inter-alia, transfer/transmission of Equity shares, non-receipt of annual Report, attending to complaints of investors routed by SEBI/Stock Exchanges and reviews the status of investors grievances and redressed mechanism and recommend measures to improve the level of investor services. Details of share transfer/transmission approved by the committee are placed at the Board meetings from time to time.

The Terms of Reference of Stakeholder & Relationship Committee are as follows:

- To oversee and review redressal of shareholder and investor grievances, on matters relating to issue, transfer/transmission of securities, non-receipt of annual report, non-receipt of dividends/interests.
- To review the measures taken for effective exercise of voting rights by shareholders.
- To review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar Share Transfer Agent.
- To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- To issue duplicate share/debenture certificate(s) reported lost, defaced or destroyed as per the laid down procedure and to resolve the grievances of security holders of the Company, if any.
- Attending to complaints of security holders routed by SEBI(SCORES)/Stock Exchanges/RBI or any other Regulatory Authorities.
- Taking decision on waiver of requirement of obtaining the Succession Certificate/Probate of Will on case to case basis within the parameters set out by the Board of Directors.
- To monitor transfer of the amounts/shares transferable to Investor Education and Protection Fund.
- To list the securities of the Company on Stock Exchanges.
- Any other matters that can facilitate better investor services and relations.

During the financial year under review, Twenty Three (23) investor complaints/queries were received and were duly resolved; No complaints were received through SEBI Complaints Redress System (SCORES). The Company receives several requests and queries, either directly or through its RTA, such as issue of duplicate share certificates, dematerialization of shares, queries on growth of the Company, business order updates, general business related, request for soft and physical copy of Annual Reports of the Company and such requests are addressed and resolved within the prescribed timelines, subject to completion of required formalities by the

shareholders. Bigshare Services Private Limited, registrar and share transfer agent of the Company attends to all the grievances of the stakeholders.

There are no grievances of stakeholders remaining unattended / unresolved and every effort is made at all levels to immediately redress stakeholders' grievances without delay.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee has been constituted in line with the provisions of Section 135 of the Act.

The Corporate Social Responsibility (CSR) committee consists of Non-Executive Directors and being chaired by Mr. Prakash Vaghela. The members of Committee are Ms. Reema Shah, Mr. Jinesh Shah, Mr. Harish Shetty and Mr. Chandrasekhar Ganesan. The committee met once during the year.

Name of the Director	Category	No. of Meetings attended
~Mr. Prakash Vaghela	Non-Executive & Independent Director	1
*Ms. Reema Shah	Non-Executive & Independent Director	1
#Mr. Harish Shetty	Executive Director	1
\$Mr. Chandrasekhar Ganesan	Executive Director	1
€Mr. Jinesh Shah	Non-Executive & Independent Director	1

7. RISK MANAGEMENT COMMITTEE

The risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. Business Risk Evaluation and Management is an ongoing process within the Organization.

The Risk Management committee consists of Non-Executive Directors with the Chairman being an Independent Director. The members of Committee are Ms. Ratna Jhaveri, Mr. Prakash Vaghela, Mr. Jinesh Shah and Ms. Reema Shah. The committee is chaired by Ms. Reema Shah. However after Resignation of Ms. Reema Shah on 1st December, 2022, the Committee is chaired by Ms. Ratna Jhaveri

The Terms of Reference of Risk Management Committee are as follows:

- Oversight of risk management performed by the executive management;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.
- Such other matters as may be delegated by Board from time to time.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

8. ALLOTMENT COMMITTEE

An Allotment Committee met twice during the year under review for issue and allotment of shares pursuant to conversion of warrants into Equity shares and to allot shares pursuant to Bonus issue approved vide Special Resolution through Postal ballot dated 3rd April, 2022. The Chairman of the Committee is Mr. Harish Shetty, Executive Whole-Time Director & Chief Financial Officer of the Company and the members of the Committee are Ms. Ratna Jhaveri and Mr. Chandrasekhar Ganesan. The number of meetings attended by the Committee members during the year ended 31st March, 2023 are given below:

Name of the Director	Category	No. of Meetings attended
#Mr. Harish Shetty	Executive Director	2
\$Mr. Chandrasekhar Ganesan	Executive Director	2
%Ms. Ratna Jhaveri	Non-Executive & Independent Director	2

The Terms of reference of Allotment Committee are as follows:

- To approve the terms of Shares, units, debentures and all types of permitted securities through preferential issue, private placement, rights issue, qualified institutional placements
- To approve issue, subscription, allotment of shares, units, debentures and all types of permitted securities to eligible investors and/or identified investors
- To approve opening of issue, terms of issue, floor price, issue price, application form, offer document/ placement document including its addendum/ corrigendum and all the matters related thereto;
- To authorize officers, agents, consultants, banks, advisors or any related person to submit, file, resubmit, modify, sign, execute, process all types of documents and information including but not limited to application, letters, clarifications, undertaking, certification, declaration to obtain all the necessary approvals, consents, permits, license, registration from government, regulatory, semi-government, statutory and private authorities, institutions, bodies, organizations including but not limited to RBI, SEBI, Stock Exchange, depositories;
- To authorize officers, agents, consultants, banks, advisors or any related person to do all such acts, deeds and matters as may be incidental or considered necessary for giving effect to the aforesaid resolution.

Note:

& Mr. Arun Govil (DIN-01914619), was re-appointed as Managing Directors of the Company for a further period of 3 years at the Annual General meeting held on 30th September, 2022.

#Mr. Harish Shetty (DIN: 07144684) was appointed as the Executive Whole-Time director and Chief Financial Officer of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022

\$Mr. Chandrasekhar Ganesan (DIN-07144708) was appointed as the Executive Whole-Time director of the Company for a period of 3 years through Special Resolution passed at the Annual General meeting on 30th September, 2022.

%Ms. Ratna Jhaveri (DIN-07732263) was reappointed for the second term of five years at the AGM held on 30th September, 2022.

@Mr. Maruti Deore (DIN: 02780312) designation was changed from Non-Executive, Independent Director to Non-Executive, Non-Independent Director on 14th November, 2022.

*Ms. Reema Shah (DIN:09487913), resigned from the Post of Non-Executive, Independent Director with effect from 1st December, 2022 and simultaneously from the membership of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and from the Chairmanship of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee

^Mr. Sanjay Vasaikar (DIN:03213340) was appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 28th February, 2023 and simultaneously as a member of Audit Committee; Stakeholder and Relationship Committee and Nomination & Remuneration Committee of the Company and he resigned from the post of Additional Director (Non-Executive, Independent) of the Company with effect from 20th April, 2023 and simultaneously from the membership of Audit Committee; Stakeholder & Relationship Committee and Nomination & Remuneration Committee of the Company.

+Ms. Apeksha Agiwal (DIN: 10083559) was appointed as an Additional Director (Non-Executive, Independent) of the Company and simultaneously as a member of Audit Committee; Stakeholder and Relationship Committee; Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company w.e.f. 17th July, 2023.

9. INDEPENDENT DIRECTORS MEETING

During the year under review, as required under Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Independent Directors met on 29th March, 2023, inter alia to discuss:

- Evaluation of performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

10. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

The Independent directors of DIL are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

Independent Directors are appointed as per policy of the Company, with management expertise and wide range of experience. The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one- to-one meetings.

The new Board members are also requested to access the necessary documents/brochures, Annual Reports and internal policies available at our website <https://duconinfra.co.in/> to enable them to familiarize with the Company's procedures and practices.

Updates on relevant statutory changes encompassing important laws are regularly intimated to the Independent Directors. Their presence on the Board has been advantageous and fruitful in taking Business decisions.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company has put in place a system to familiarize its Independent Directors about the Company, its financial products, the industry and business model of the Company and its subsidiary. Pursuant to Regulation 46 of Listing Regulations the details of Familiarization Programme is uploaded on the Company's website i.e. <https://duconinfra.co.in/>

11. POLICY FOR REMUNERATION OF NON - EXECUTIVE DIRECTORS

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees as detailed hereunder:

- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

Sitting fees

For the year 2022-2023, the Company paid sitting fees of Rs. 2.40 Lacs to its Non-Executive Directors for attending meetings of the Board and Meeting of Committees of the Board.

The details of sitting fees and any other payment (if any) made to Non-Executive Directors for the year 2022-2023 are as under:

(Rs. In Lacs)

Sr. No.	Name of the Director	Sitting Fees for attending Meeting	Salary & Perquisites	Commission	Total
1	% Ms. Ratna Jhaveri	0.60	-	-	0.60
2	~Mr. Prakash Vaghela	0.60	-	-	0.60
3	€Mr. Jinesh Shah	0.60	-	-	0.60
4	*Ms. Reema Shah	0.40	-	-	0.40
5	^Mr. Sanjay Vasaikar	-	-	-	-

12. REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report has been submitted to the Stock Exchanges where the Companies equity shares are listed in the requisite format duly signed by the Compliance Officer.

13. CYBER SECURITY

In view of increased cyber attack scenarios, the cyber security maturity is reviewed as and when required and the processes, technology controls are being enhanced in-line with the threat scenarios. Your Company's technology environment is enabled with real time security monitoring with requisite controls at various layers starting from end user machines to network, application and the data.

14. GENERAL BODY MEETINGS

The last Three Annual General Meetings of the Company were held as under:-

***13th AGM:** September 30th, 2022 through Video Conferencing and Other audio visual modes

Number of Special Resolutions passed: 7

1. Re-appointment of Mr. Arun Govil (DIN:01914619) as a Managing Director of the Company.
2. Re-appointment of Ms. Ratna Jhaveri (DIN:07732263), as Non-Executive Independent Director of the Company.
3. Further raising of funds through Investment in Equity Shares / Preference Shares / Issue of Foreign Currency Convertible Bonds and unsecured/ secured redeemable Non-Convertible/Convertible Debentures along with or without warrants.
4. Approval for waiver of recovery of excess managerial remuneration paid to Mr. Harish Shetty (DIN-07144684), Executive Director and Chief Financial Officer of the Company for Financial Year ended 31st March, 2020 and 31st March, 2021.
5. Approval for waiver of recovery of excess managerial remuneration paid to Mr. Chandrasekhar Ganesan (DIN-07144708), Executive Director of the Company for Financial Year ended 31st March, 2020 and 31st March, 2021.
6. Appointment of Mr. Harish Shetty (DIN: 07144684) as Whole-Time Director and Chief Financial Officer of the Company.
7. Appointment of Mr. Chandrasekhar Ganesan (DIN: 07144708) as Whole-Time Director of the Company.

***12th AGM:** September 17th, 2021 through Video Conferencing and other Audio Visual Mode

Number of Special Resolutions passed: NIL

The following Resolutions were passed through Postal Ballot (Remote E-voting) on 3rd April, 2022

Date of Postal Ballot Notice	Resolution Passed	Approval Date	Scrutinizer	Link for Postal Ballot Notice and Results
25 th February, 2022	<ol style="list-style-type: none"> 1. Approval for Issue of Bonus Shares (Ordinary Resolution); 2. Increase in Authorised Share Capital of the Company and consequent changes Memorandum of Association of the Company (Special Resolution); 3. Appointment of Mr. Maruti Deore (DIN: 02780312) as an Independent Director of the Company for a period of 5 years (Special Resolution); 4. Appointment of Ms. Reema Shah (DIN: 09487913) as an Independent Director of the Company for a period of 5 years (Special Resolution) 	3 rd April, 2022	Ms. Shruti Shah (FCS-8852), Practising Company Secretary, Mumbai.	https://duconinfra.co.in/wp-content/uploads/2022/03/ducon-postal-ballot-notice.pdf https://duconinfra.co.in/wp-content/uploads/2022/04/voting-results-and-scrutinizers-repoort.pdf

Procedure for Postal Ballot	Details of Ordinary resolution proposed to be transacted through Postal Ballot
The Postal Ballot was carried out as per the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time and applicable regulations of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015	None of the business proposed to be transacted at the ensuing Annual General Meeting required passing of Ordinary/Special Resolution through Postal Ballot

***11th AGM:** September 30th, 2020 through Video Conferencing and other Audio Visual Mode

Number of Special Resolutions: 5

1. Alteration of Main object Clause of the Company
2. Alteration of Articles of Association of the Company
3. Issuance of Equity shares to Mr. Arun Govil, Promoter and Director, on preferential basis
4. Issuance of Warrants Convertible into Equity Shares to Mr. Arun Govil, Promoter and Director on Preferential basis
5. Conversion of Loan into Equity Shares

*Note- As per the direction of BSE Limited and National Stock Exchange of India Limited, the Company had obtained shareholders approval again in respect of resolution item no. 3 to 5 as stated above through postal ballot on 26th December, 2020.

Details of Special Resolutions passed through postal ballot (Remote E-voting) on 26th December, 2020:

Date of Postal Ballot Notice	Resolution Passed	Approval Date	Scrutinizer	Link for Postal Ballot Notice and Results
14 th November, 2020	<ol style="list-style-type: none"> 1. Increase in Authorised Share Capital of the Company and consequent changes Memorandum of Association of the Company (Special Resolution); 2. Issue of Equity Shares on Preferential basis to Mr. Arun Govil (DIN-01914619), Managing Director and Promoter of the Company, on conversion of existing unsecured loan, in supersession of Special Resolution passed at the Annual General Meeting held on 30th September, 2020; 3. Issue of Warrants convertible into Equity Shares on Preferential basis to Mr. Arun Govil ((DIN-01914619), Managing Director and Promoter of the Company, on conversion of existing unsecured loan, in supersession of Special Resolution passed at the Annual General Meeting held on 30th September, 2020; 4. Issue of Equity Shares on Preferential basis to Mr. Atul Kumar, falling under public category, on conversion of existing unsecured loan, in supersession of Special Resolution passed at the Annual General Meeting held on 30th September, 2020 	26 th December, 2020	Ms. Shruti Shah (FCS-8852), Practising Company Secretary, Mumbai.	https://duconinfra.co.in/wp-content/uploads/2020/11/postal-ballot-notice-2020.pdf https://duconinfra.co.in/wp-content/uploads/2021/01/Ducon-Scrutiniser-Report.pdf

Procedure for Postal Ballot	Details of Ordinary resolution proposed to be transacted through Postal Ballot
The Postal Ballot was carried out as per the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time and applicable regulations of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015	None of the business proposed to be transacted at the ensuing Annual General Meeting required passing of Special Resolution through Postal Ballot

15. CODE OF CONDUCT

The Board of Directors has laid down Code of conduct for all Board Members and Senior Management of the Company. The copies of Code of Conduct as applicable to the Executive Directors (including Senior Management of the Company) and Non-Executive Directors are uploaded on the website of the Company - <https://duconinfra.co.in/> The Annual Report of the Company contains a certificate by the Chief Executive Officer and Managing Director, on the compliance declarations received from the members of the Board and Senior Management.

16. SHARE CAPITAL AUDIT

The Share Capital Audit as required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 read with SEBI Circular No. D&CC/FITTC/Cir-I 6/2002 dated December 31st, 2002, a Qualified Practicing Company Secretary carries out Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and to the Board of Directors.

17. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

Pursuant to Section 177 of the Companies Act, 2013 and under Regulation 22 of SEBI Listing Regulations, the Company has adopted Vigil Mechanism (Whistle Blower Policy) for the directors and employees of the Company to deal with instances of fraud and mismanagement, unethical behaviour, violation of code of conduct and personnel policies of the Company, if any and to ensure that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of Audit Committee for the same. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

18. DISCLOSURES

a) Related Party Transactions:

There are no material related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company at <https://duconinfra.co.in/wp-content/uploads/2022/08/Policy-on-Related-Party-Transactions.pdf>

None of the Directors have any pecuniary relationships or transactions vis-a-vis the Company save and except the payment of sitting fees to Independent Directors. The details of the transactions with Related Party are provided in the notes to the Financial Statements.

b) Disclosure of Accounting Treatment:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act,

2013. The financial statements have been prepared on accrual basis under the historic cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. Disclosures on transactions with related parties, as required under the Indian Accounting Standard 24, have been incorporated in the Notes to the Accounts. The statement of RPTs is placed before the Audit Committee and the Board on quarterly basis. Omnibus approval was obtained for the transactions of repetitive nature.

c) Management Discussion and Analysis Report:

The Management Discussion and Analysis Report have been provided in the Directors' Report to the Shareholders.

d) Details of non-compliance by the Company, penalties, restrictions imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years as on March 31, 2023:

i. The Company had received letters from National Stock Exchange of India Limited and BSE Limited on 27th April, 2022 regarding levitation of fine of Rs. 80,000/- (including GST) per exchange pertaining to Regulation 295 of SEBI (ICDR) Regulations, 2018 for delay of 4 day in completion of Bonus Issue. The Company had paid Rs. 80000(plus GST) on 25th April, 2022 and 27th April, 2022. The Company has filed for waiver application to both the exchange and are awaiting for their reply.

ii. The Company had received letters from National Stock Exchange of India Limited and BSE Limited on 21st February, 2022 regarding levitation of fine of Rs. 3,54,000/- (including GST) per exchange pertaining to Non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for Composition of Board of Directors. The Company had reverted and filed a waiver application with both the Exchanges admitting the error of inadvertently choosing the Category of Mr. Maruti Deore (DIN:02780312) as the "Non-Independent, Executive" instead of "Independent, Non-Executive Director", however Company had received waiver approval letter from National Stock Exchange of India Limited.

iii. The Company had received penalty notice from National Stock Exchange of India Limited (NSE) and BSE Limited on 15th February, 2021, for non-compliance with the provisions of Regulation 17(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Non Compliance of Board Meeting quorum requirement for the quarter ended December 2020. The Company had paid Fine of Rs. 11,800/- each at NSE and BSE on 18th February, 2021 and 24th February, 2021 respectively.

e) A qualified Practicing Company Secretary carried out a Reconciliation of Share Capital Audit, the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

f) The Company has established a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. No person has been denied access to the Chairman of the Audit Committee. The Vigil Mechanism as per Regulation 22 of Listing Regulations ensures standards of professionalism, honesty, integrity and ethical behaviour.

g) The Company has adopted Code of Conduct ('Code') for the Members of the Board and Senior Management Personnel as required under Regulation 17(5) of the Listing Regulations. All the Board Members and the Senior Management Personnel have affirmed compliance of the Code. The Annual Report of the Company contains a declaration to this effect signed by the Managing Director & CFO. Further, the Code of Conduct of the Company applicable to the Board and Senior Management Personnel is also uploaded on the Company's website at the web link https://duconinfra.co.in/wp-content/uploads/2016/08/Code-of-conduct-2015_DTL.pdf

h) Terms of Appointment of Independent Directors

Terms and conditions of appointment of Independent Directors are available on the Company's website at the web link <https://duconinfra.co.in/wp-content/uploads/2016/08/Independent-Directors-TC.pdf>

i) Shareholders

The Company has sent Annual Report through email to those Shareholders who have registered their email ids with Depository Participant/Company/RTA.

j) The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15th, 2018 is not required to be given.

k) Auditors' certificate on corporate governance

As required by Schedule V of the Listing Regulations, the Auditors' certificate on corporate governance is enclosed as an Annexure to the Corporate Governance Report.

l) Subsidiary Monitoring Framework

The Company has material unlisted subsidiary company i.e. Ducon Combustion Equipment Inc. at USA as defined in Regulation 24 (1) of Listing Regulations. As required under Regulation 16(1)(c) and 24 of the Listing Regulations, the Company has framed the Policy on Material Subsidiaries and the same is uploaded on the Company's website at the web <https://duconinfra.co.in/wp-content/uploads/2022/03/Materiality-Policy.pdf>

The Company nominates its representatives on the Board of subsidiary companies and monitors performance of such companies, inter alia, by reviewing:

- i. Financial statements, investments, inter-corporate loans/advances made by the unlisted subsidiary companies, statement containing all significant transactions and arrangements entered by the unlisted subsidiary companies forming part of the financials.
- ii. Minutes of the meetings of the unlisted subsidiary companies, if any, are placed before the Company's Board regularly.
- iii. Providing necessary guarantees, letter of comfort and other support for their day-to-day operations from time-to-time.
- iv. Ducon Combustion Equipment Inc. was incorporated on 4th December, 2017 in United States of America. Salbora & Associates Certified Public Accountants are appointed as Auditor and they conduct the audit as per the applicable laws in USA.

m) Details of compliance with Mandatory requirements and adoption of non-mandatory requirements:

- i. The Company has complied with all the applicable mandatory requirements of the Listing Regulations.
- ii. The Company has not adopted the non-mandatory requirement as specified in the Listing Regulation

n) The Company had made Preferential Allotment during the year by conversion of 30634400 Warrants out of balance 30634400 Warrants allotted on 1st April, 2022 on preferential basis. Following are the preferential allotment entries and details:

Allotment of 30634400 Equity Shares on 1st April, 2022 on conversion of balance 30634400 Warrants of Rs. 1/- (Rupee One Only) each issued at Rs. 5/- (Rupees Five Only) each to Mr. Arun Govil, Managing Director and Promoter of the Company, out of 59634400 Warrants allotted to him on 1st February, 2021 on preferential basis.

The object of Preferential issue was to convert the unsecured loan into Equity Shares and Warrants convertible into Equity Shares and thereby to reduce the amount of outstanding liabilities of the Company and to increase the Equity amount of the Company. There is no deviation/variation in utilization of funds for which it was raised.

- o) No equity shares were suspended from trading during the Financial Year 2022-23.
- p) The Company has not issued any outstanding Global Depository Receipts or American Depository Receipts, Warrants or any convertible instruments during the Financial Year 2022-2023.
- q) A Certificate received from Mr. Gaurang Shah, Practicing Company Secretary, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company as on 31st March, 2023 by the Board/Ministry of Corporate Affairs or any such Statutory Authority.
- r) In the financial year 2022-23, the board has accepted all recommendations of its Committees.
- s) The details of total fees for all services paid by the Company to M/s. Hitesh Shah & Associates (Firm Registration No. 103716W) the statutory auditor and all entities in the network firm/ network entity of which the statutory auditors is a part, are as follows:

Sr. No.	Particulars	Amount (Rs. Lakhs)
1	Statutory Audit Fees	Rs 22.00
2	Tax Audit Fees	Rs 3.00
3	Others	Rs 0.00
	Total	Rs 25.00

- t) The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.
- u) The Company has complied with all the requirement of Corporate Governance report as contained in Clause C(2) to (10) of Schedule V read with Regulation 34(3) of Listing Regulations.
- v) The Company has adopted Policy on Determination of Materiality under Regulation 30 of SEBI Listing Regulations, which is disclosed on the Company's website <https://duconinfra.co.in/>
- w) Discretionary Requirements
 - i. The auditors' report on financial statements of the Company are unqualified.
 - ii. The Company has adopted policy on Archival and Preservation and Documents which is disclosed on Company's website <https://duconinfra.co.in/>
- x) Mandatory KYC requirements for physical holding In suppression of SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P / CIR/2021/687 dated December 14, 2021, vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, SEBI has mandated furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature and Nomination by holders of securities in physical format to the RTA at the earliest. Subject to these circulars, unless until required documents are submitted by shareholders holding shares in physical format, RTAs are not allowed to process any requests.

A separate communication was sent to the respective shareholders in this regard in the month of May 2023. The sample communication and relevant forms can be downloaded from the website of the Company (<https://duconinfra.co.in/wp-content/uploads/2023/06/Letter-To-Shareholders-For-Updating-Their-PAN-KYC-Details-And-Nomination-Details.pdf>) & RTA as well. (<https://www.bigshareonline.com/>). Hence, all concerned shareholders are requested to take necessary actions at the earliest.

19. POLICY FOR PROHIBITION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has adopted Prohibition of Insider Trading Code and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Board of Directors are complying with the disclosure provisions in true letter and spirit and have duly complied with requirements of the Regulation in the Financial year 2022-2023

20. CEO & CFO CERTIFICATION

In terms of Listing Regulations, the certification by the Managing Director and the Chief Financial Officer is annexed to this Annual Report.

21. COMPLIANCE ON CORPORATE GOVERNANCE

The quarterly compliance report had been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format duly signed by the Compliance Officer. Pursuant to Regulation 17 to 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of the Listing Agreement, the Auditor's Certificate in compliance on conditions of Corporate Governance is published in the Annual Report.

22. MEANS OF COMMUNICATION

The Board recognizes the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they were approved by the Board. These are widely published in English newspapers and local language newspapers. After adoptions by the Board of Directors in their Board Meeting the financial results, official news releases were posted on the Company's website: www.duconinfra.co.in. The Management Discussion and Analysis Report is a part of the Annual Report for the year. The annual report will be dispatched in electronic form to shareholders, who have provided their email id.

Our Company does online filing with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) through web based application: NEAPS (NSE Electronic Application Processing System) and BSE Listing Centre.

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the Listing Regulations including material information having a bearing on the performance / operations of the Company or other price sensitive information.

The Board of Directors has approved a policy for determining materiality of events and making disclosures to Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

23.1 Annual General Meeting:

- Date and Time 30th September, 2023 at 5.30 p.m. (IST)
- Venue The Company is conducting the meeting through VC / OAVM pursuant to the MCA Circular No 11/2022 dated December 28th, 2022 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking appointment/reappointment at this AGM are given in the Annexure to the Notice of this AGM.

23.2 Financial Calendar: April' 22 – March '23

23.3 Calendar of financial year ended 31st March, 2023:

The Company follows April-March as the Financial Year. The meetings of Board of Directors for approval of quarterly financial results during the Financial Year 2022-23 were held on the following dates:

First Quarter Results	9 th August, 2022
Second Quarter and Half yearly Results	14 th November, 2022
Third Quarter Results	23 rd January, 2023
Fourth Quarter and Annual Results	30 th May, 2023

23.4 Tentative Calendar of financial year ended 31st March, 2024:

The Company follows April-March as the Financial Year. The meetings of Board of Directors for approval of quarterly financial results during the Financial Year 2023-24 were held on the following dates:

First Quarter Results	10 th August, 2023
Second Quarter and Half yearly Results	14 th November, 2023
Third Quarter Results	14 th February, 2024
Fourth Quarter and Annual Results	30 th May, 2024

23.5 Book Closure Date as mentioned in the Notice of this AGM

23.6 Dividend Payment Date: N.A.

23.7 (a) Listing of Equity Shares on Stock Exchanges at:

Name	Code Nos.
The BSE Ltd., Mumbai 25th Floor, P.J. Towers, Dalai Street, Mumbai 400 001	534674
National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (East), Mumbai 400 051	DUCON

(b) Listing of Global Depository Receipts N.A.

(c) Demat ISIN numbers in NSDL&CDSL INE741L01018

(d) Annual listing fees for the year 2022-2023 have been duly paid to all the above Stock Exchanges.

Corporate Identification Number (CIN)L72900MH2009PLC191412

23.8 Stock Market Data:

	Bombay Stock Exchange (BSE) (in Rs.)			National Stock Exchange (NSE) (in Rs.)		
	Month's high price	Month's low price	Volume (No. of shares)	Month's high price	Month's low price	Volume (No. of shares)
April-2022	31.45	20.75	69525085	31.6	21.00	8868534
May-2022	26.45	19.5	28529671	26.5	19.5	4265147
June-2022	25.45	16.5	26886660	25.5	16.45	9944489
July-2022	21.4	14.00	43016462	21.6	14.3	22050539
Aug-2022	15.74	13.03	11929732	15.8	13.25	4713845
Sep-2022	17.51	13.05	26960253	17.4	13.1	21671318
Oct-2022	15.9	12.7	9868378	16.35	11.1	7564260
Nov-2022	14.9	10.65	22440060	14.95	10.5	22953963
Dec-2022	12.97	9.62	28369860	12.9	9.4	14298973
Jan-2023	16.5	9.7	94557674	16.45	9.85	62140710
Feb-2023	10.72	7.85	11633955	10.65	7.8	131849
Mar-2023	8.78	5.07	20897277	8.8	5.05	14146178



BSE Price Chart



NSE Price Chart

23.9 Registrar and transfer Agents: Bigshare Services Pvt. Ltd.

SEBI Regn. No. INR 00001385 1st Floor Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059 Tel: 022 - 62638200/206, Fax: 022 - 62638299 Email id- info@bigshareonline.com Website- bigshareonline.com

23.10 Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

23.11 Distribution of Shareholding as on March 31, 2023:

No. of Equity Shares	No. of Folios	% of Total	Total Holding in Rupees	% of Total
1-5000	44990	94.4672	26998720	10.3865
5001-10000	1349	2.8325	9833652	3.7830
10001-20000	712	1.4950	10025303	3.8568
20001-30000	223	0.4682	5554204	2.1367
30001-40000	104	0.2184	3627873	1.3957
40001-50000	70	0.1470	3155823	1.2141
50001-100000	115	0.2415	7862831	3.0249
100001-9999999999	62	0.1302	192882063	74.2024
Total	47625	100.0000	259940469	100.0000

23.12 Shareholding of Directors

Sr.No.	Name of Directors	No. of Shares	Percentage (%)
1.	Mr. Arun Govil	156584665	60.23
2.	Mr. Harish Shetty	Nil	Nil
3.	Mr. Chandrasekhar Ganesan	Nil	Nil
4.	Ms. Ratna Jhaveri	Nil	Nil
5.	Mr. Prakash Vaghela	Nil	Nil
6.	Mr. Jinesh Shah	Nil	Nil
7.	Mr. Maruti Deore	564802	0.22
8.	Ms. Reema Shah	Nil	Nil
9.	Mr. Sanajy Vasaikar	Nil	Nil

23.13 Dematerialization of Shares as on 31st March, 2023:

Total No. of shares	Shares in physical form	Percentage %	Share in demat form	Percentage %
25,99,40,469	3,22,609	0.12%	25,96,17,860	99.87%

23.14 Categories of Shareholders as on 31st March, 2023:

Categories	No. of shares held	Percentage of Share Holding
Clearing Members	418925	0.16
Corporate Bodies	3341260	1.29
Foreign Portfolio Investor	0	0.00
Foreign Promoters	156584665	60.24
Corporate Bodies NBFC	4125	0.00
NRIs	2001909	0.77
Non Nationalised Banks	330	0.00
Partnership Firms	200	0.00
Trusts	550	0.00
Public	97588505	37.54

23.15 Capital of the Company as on 31st March, 2023:

The authorised share capital of the Company and paid up capital of the Company are Rs. 30,00,00,000 and Rs. 25,99,40,469 respectively.

Changes in Capital during the year under review:

1. Please note that the authorised Share Capital of the Company has been increased from Rs. 25,00,00,000 to Rs. 30,00,00,000 pursuant to Special resolution passed through Postal ballot passed on 3rd April, 2022.
2. The paid up share capital of the Company increased from Rs. 20,56,75,117 to Rs. 25,99,40,469 because of the following actions:
 - I. Allotment of 3,06,34,400 Equity Shares on 1st April, 2022 on conversion of balance 3,06,34,400 Warrants of Rs. 1/- (Rupee One Only) each issued at Rs. 5/- (Rupees Five Only) each to Mr. Arun Govil, Managing Director and Promoter of the Company, out of 5,96,34,400 Warrants allotted to him on 1st February, 2021 on preferential basis.
 - II. The Company declared and allotted 2,36,30,952 Bonus Shares at a ratio of 1:10 i.e. One Share for every Ten shares held in the Company to shareholders who held the said shares as on the Record date – 19th April, 2022 pursuant to Ordinary Resolution passed through Postal ballot passed on 3rd April, 2022.

23.16 Outstanding GDRs/ADRs : N.A.

23.17 Company Secretary & Compliance Officer: Mr. Darshit Parikh

23.18 Address for investor Correspondence: Bigshare Services Pvt. Ltd.

SEBI Regn. No. INR 000013851st Floor, Bharat Tin Works Bldg, Opp. Vasant Oasis, Makwana Road Marol, Andheri East Mumbai-400059 Tel: 022-62638200/206 Fax: 022-62638299

Ducon Infratechnologies Ltd.

CIN: L72900MH2009PLC191412

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

Email: cs@duconinfra.co.in

Cont No. 022-41122114/15

23.19 List of all credit ratings obtained by the entity alongwith any revisions during the relevant financial year for all debt instruments or any fixed deposit programme or any scheme or proposal involving any mobilisation of funds in India or abroad –BB; Stable reaffirmed rating to our Company for Long Term Bank facilities for a total amount of Rs 57.00 Crore and Acquite A4+ reaffirmed rating has also assigned for the Short term bank facilities of the Company up to Rs. 55.00 Crore. from Acquite Research and Ratings Limited

23.20 Plant Location: Not Applicable

23.21 Corporate Ethics:

The consistent endeavor of Ducon Infratechnologies Limited is to enhance the reputation of the Company and irrespective of the goals to be achieved, the means are as important as the end. The Company has adopted "the Code of Conduct for prevention of Insider Trading" which contains policies prohibiting insider trading. As per SEBI / Stock Exchanges Guidelines, the Company has also promulgated Code of Conduct to be followed by Directors and Management.

MD & CFO Certificate under Regulation 33 (2) (a) SEBI (LODR) Regulation, 2015

To,
The Board of Directors,
Ducon Infratechnologies Limited
A/4, Ducon House, MIDC Wagle
Industrial Estate, Road No. 1,
Thane (West), Mumbai, 400604

In compliance with Regulation 17 (8) read with Schedule II Part B of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015, We hereby certify that:

- A. We have reviewed, Audited Financial Result of Ducon Infratechnologies Ltd. for the year ended on 31st March, 2023 and to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the listed entity's during the year ended on 31st March, 2023 which are fraudulent, illegal or violates of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- That there are no significant changes in internal control over financial reporting during the Financial year;
 - That there are no significant changes in accounting policies during the Financial year; that the same have been disclosed in the notes to the financial results; and
 - That no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Ducon Infratechnologies Ltd.

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive Whole Time Director and CFO
DIN: 07144684

Place: Thane
Dated: 30th May, 2023



COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Ducon Infratechnologies Ltd.

Ducon House, Plot No. A/4, Road No. 1, MIDC,

Wagle Industrial Estate, Thane - 400604.

We have examined the compliance of the conditions of Corporate Governance by Ducon Infratechnologies Limited for the year ended 31st March, 2023 as per Regulations 17-27, clauses (b) to (i) of Regulations 46(2) and paragraphs C, D and E of Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2023.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. Hitesh Shah & Associates
Firm Regn. No. : 103716W
Chartered Accountants

Hitesh Shah
Partner
Membership No: 040999
UDIN: 23040999BGWUWY9469

Place: Mumbai

Dated: 25th August, 2023

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
WITH THE COMPANY'S CODE OF CONDUCT**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company- www.duconinfra.co.in

As per Regulation 17(5) and Regulation 26(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the financial year ended 31st March, 2023.

For Ducon Infratechnologies Ltd.

Harish Shetty
Executive Whole Time Director and CFO
DIN: 07144684

Place: Thane

Dated: 30th May, 2023

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

Ducon Infratechnologies Limited

Ducon House, Plot No. A/4, Road No. 1, MIDC,

Wagle Industrial Estate, Thane-400604.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Ducon Infratechnologies Limited** having **CIN L72900MH2009PLC191412** and having registered office at Ducon House, Plot No. A/4, Road No. 1, MIDC, Wagle Industrial Estate, Thane-400604 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status on MCA Portal i.e. www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2023, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority/ies.

Sr. No.	Name of Director	DIN	Date of Initial Appointment In Company	Date of Cessation
1	Mr. Arun Govil	01914619	29.09.2015	-
2	Mr. Harish Shetty	07144684	20.01.2016	-
3	Mr. Chandrasekhar Ganesan	07144708	20.01.2016	-
4	Ms. Ratna Jhaveri	07732263	14.02.2017	-
5	Mr. Prakash Vaghela	07768595	12.02.2021	-
6	Mr. Jinesh Shah	08847375	12.02.2021	-
7	Mr. Maruti Deore	02780312	02.11.2021	-
8	Ms. Reema Shah	09487913	01.02.2022	01.12.2022
9	Mr. Sanjay Vasaikar	03213340	28.02.2023	20.04.2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on this, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For GMS & Co.
Practising Company Secretary

Gaurang Shah
ACS No: 32581
CP No: 11953
UDIN: A032581E000804869
PEER Review No: PRB/1562

Place: Thane

Date: 24th August, 2023