



DUCON INFRA TECHNOLOGIES LIMITED

Regd. Office : Ducon House, Plot No. A/4, Road No. 1, MIDC,
Wagle Industrial Estate, Thane (W) - 400 604. India
Tel. : 91-22-41122114, Fax : 022 41122115, URL : www.duconinfra.co.in
Email: info@duconinfra.co.in, CIN No: L72900MH2009PLC191412

NOTICE OF POSTAL BALLOT AND E- VOTING

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH THE RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (“THE RULES”)]

Dear Members,

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) read with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), the Secretarial Standard on general meeting issued by Institute of Company Secretaries of India– (“SS-2”) including any statutory modification or re-enactment thereof for the time being in force, that Ducon Infratechnologies Limited (Hereinafter referred to as “the Company”) is seeking the approval of the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolutions passed by way of special resolutions setting out the material facts and the reasons/rationale thereof forms a part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended, (hereinafter referred to as the “SEBI Listing Regulations”) and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / Bigshare Services Private Limited, the Company’s Registrar & Transfer Agent (hereinafter referred as “RTA”). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.

The proposed resolution(s) along with Explanatory Statement(s) required under Section 102 of the Companies Act, 2013 setting out the material facts and the reasons thereof are appended along with the Postal Ballot Form for your consideration. The said resolutions and explanatory statement thereon are being sent to you for your consideration pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014.

The Board of Directors of the Company (“the Board”) has appointed Ms. Shruti Shah, (having FCS No.8852 and COP No.8197) Practising Company Secretary Mumbai, as Scrutinizer for conducting the Postal Ballot (including remote e-voting) in a fair and transparent manner.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to inform that the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility. Kindly note that the communication of assent or dissent of the Members would take place only through the remote e-voting system, The Company has made necessary arrangements with Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The remote e-voting period shall commence at 9.00 a.m. (IST) on 2nd March, 2024 and ends at 5.00 p.m. (IST) on 31st March, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. The remote e-voting facility is available at the link www.evoting.nsdl.co.in.

The Scrutinizer will submit her report to the Chairman or any other Director of the Company after completion of the scrutiny of the postal ballots (including remote e-voting). The results of the Postal Ballot will be announced not later than two working days of the closure of the e-voting i.e. on or before 2nd April, 2024.

The results of the postal ballot along with Scrutinizer's report will also be displayed on the Company's website i.e. www.duconinfra.co.in and on the website of NSDL at www.evoting.nsdl.co.in and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

The resolutions, if passed by requisite majority, will be taken as passed, effectively on the last date specified by the Company for e-voting, i.e. 31st March, 2024. The members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. on 31st March, 2024. The members are hereby requested to pass the following resolutions:

SPECIAL BUSINESS:

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and as authorized by the Article of Association ('AOA') of the Company & as approved by the Board of Directors in their meeting held on 27th February, 2024, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000/- (Thirty Crore) Equity Shares of Re.1/- (Rupees One) each to Rs. 40,00,00,000/- (Rupees Forty Crore only) divided into 40,00,00,000/- (Forty Crore) Equity Shares of Re.1/- (Rupees One) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), clause (V) (a) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following:

"V (a). The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore only) divided into 40,00,00,000 (Forty Crore) Equity Shares of Re.1/- each (Rupees One Only)."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions."

**By Order of the Board of Directors
For Ducon Infratechnologies Limited**

**Harish Shetty
Executive Whole Time Director & CFO
DIN: 07144684**

**Date: 27th February, 2024
Place: Thane**

Registered Office
Ducon House, Plot No. A/4,
Wagle Industrial Estate,
Road No. 1, MIDC, Thane – 400 604
Website: <https://duconinfra.co.in/>
CIN No: **L72900MH2009PLC191412**

NOTES:

1. The Explanatory Statement and reasons for the proposed Resolution number 1 pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended to the Postal ballot Notice. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, 23rd February, 2024("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
2. The Notice is being sent to all the Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners, as on 23rd February, 2024 (Date) in accordance with the guidelines prescribed by the Ministry of Corporate affairs ("MCA") through the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020,General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022 (the "MCA Circulars").
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 23rd February, 2024.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the SEBI Listing Regulations") and in accordance with the MCA Circulars, the Company has engaged NSDL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting"). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. E-voting shall commence on 2nd March, 2024 at 9.00 a.m. (IST) and end on 31st March, 2024 at 5.00 p.m. (IST). The e-voting module shall be disabled for voting thereafter.
6. Ms. Shruti H. Shah Practicing Company Secretary (FCS No. 8852 and COP No. 8197) has been appointed as Scrutinizer for conducting the postal ballot process in accordance with the Act and the Rules made there under and in a fair and transparent manner.
7. The Scrutiniser will submit her final report to the Chairman of the meeting or to the person authorised by him as soon as possible after the last date of e-voting but not later than 2nd April, 2024.
8. The Postal Ballot Notice is also being uploaded on the Company's website, www.duconinfra.co.in and website of NSDL at www.evoting.nsdl.co.in and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
9. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
10. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., Bigshare Services Private Limited to enable the Company to communicate to the members, the information about various developments in the Company via e- mail/SMS.
11. The remote e-voting period commences from 2nd March, 2024 at 9.00 a.m. (IST) and ends on 31st March, 2024 at 5.00 p.m. (IST) (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on 23rd February, 2024 (cut-off date) may cast their vote through postal ballot or remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall be not allowed to change/modify it subsequently or cast the vote again.
12. The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on date the cut off date.

13. **The instructions and other information for remote e-voting are as under:**

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual</p> <p>Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022-4886 7000 and 022-2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csshrutishah@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sagar Ghosalkar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@duconinfra.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@duconinfra.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors
For Ducon Infratechnologies Limited**

**Harish Shetty
Executive Whole Time Director & CFO
DIN: 07144684**

Date: 27th February, 2024

Place: Thane

Registered Office

Ducon House, Plot No. A/4,
Wagle Industrial Estate,
Road No. 1, MIDC, Thane – 400 604
Website: <https://duconinfra.co.in/>
CIN No: **L72900MH2009PLC191412**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.1

The present Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Re.1/- each.

In order to facilitate the rights issue of equity shares and requirements of the Company for the operations in future, if any, the Board at its meeting held on February 27, 2024 approved the increase in the Authorized Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Re.1/- each to Rs. 40,00,00,000/- (Rupees Forty Crore only) divided into 40,00,00,000 (Forty Crore) Equity Shares of Re.1/- (Rupees One) each by creation of additional 10,00,00,000 (Ten Crore) Equity shares of Re.1 each (Rupees One) subject to approval of Members.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V(a) of the Memorandum of Association of the Company.

It is proposed to increase the additional 10,00,00,000 (Ten Crores) equity shares of Re.1/- each which shall rank pari-passu with the existing equity shares in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V(a) of the Memorandum of Association of the Company require Members' approval in terms of Sections 13, 61 and 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements and requests the members to accord their consent to the proposed resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection at the registered office of the Company during the office hours from 2nd March, 2024 to 31st March, 2024 on all working days upto the last date of closure of Postal Ballot.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the members is sought for passing the aforesaid resolution of the notice through Postal Ballot instead of transacting such businesses at a General Meeting.

None of the Directors / Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding.

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as an Ordinary Resolution.

**By Order of the Board of Directors
For Ducon Infratechnologies Limited**

**Harish Shetty
Executive Whole Time Director & CFO
DIN: 07144684**

**Date: 27th February, 2024
Place: Thane**

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