



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

Date: 17/05/2024

To,

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| BSE Limited P J Towers, Dalal Street, Mumbai-400001. Script Code - 534674 | National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Symbol - DUCON |
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Sub: Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report of Ducon Infratechnologies Limited for the year ended 31st March, 2024, issued by Mr. Vijay Gupta, Practising Company Secretary Mumbai.

Please take the same on your records.

Thanking you,

Yours faithfully,

For **Ducon Infratechnologies Limited**

Darshit Parikh
Company Secretary & Compliance Officer

Encl: As above



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PRACTICING COMPANY SECRETARY

601, A-Wing, Gayatri CHS Ltd., Opp. Rajda School, Behind Pantaloons Shopping Center,
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**SECRETARIAL COMPLIANCE REPORT OF
DUCON INFRA TECHNOLOGIES LIMITED FOR THE YEAR ENDED 31.03.2024**

I, Vijay Gupta have examined that:

1. all the documents and records made available to us and explanation provided by Ducon Infratechnologies Limited (“the listed entity”),
2. the filings/ submissions made by the listed entity to the stock exchanges,
3. website of the listed entity,
4. any other document/ filing, as may be relevant, which has been relied upon to make this certification

For the year ended 31.03.2024 (“Review Period”) in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 –**Not applicable** as the Company has not bought back/ propose to buyback any of its securities during the financial year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 –**Not applicable** during the financial year under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 –**Not applicable** as the Company has not issued any debt securities during the financial year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 –**Not applicable** as the Company has not issued any preference shares during the financial year under review;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable** as the Company has not issued any ESOP during the financial year under review;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client- **Not applicable** as the Company is not registered as Registrar to Issue and Share Transfer Agents during the financial year under review;
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable** as the Company has not delisted or propose to delist its equity shares from any stock exchange during the financial year under review



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and clause 6(A) and 6(B) of circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by Securities and Exchange Board of India on “Resignation of Statutory Auditors from listed entities and their Material Subsidiaries” – **Not applicable**

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

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below where clarifications were asked by Stock exchanges :

| Sr No | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of violation | Fine Amount | Observations/remarks of the Practicing Company Secretary, if any | Management Response | Remarks |
|-------|---|-------------------------|------------|-----------------|--|--|-------------|--|----------------------------------|---------|
| 1. | Regulation 33 of SEBI | Regulation | NA | NSE | Clarification sought by NSE with regards to financials | The Company had received a mail from National Stock Exchange | NA | The Listed entity has filed an adequate and | Management has provided adequate | NA |



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| | SEBI (LODR) Regulations, 2015 | 33 | | | statement of the financial year 2019-20, 2020-21 & 2022-23 | of India Limited on 5 th April, 2023 regarding clarification on financials statement of the financial year 2019-20, 2020-21 & 2022-23 pertaining to trade receivables. | | justifiable reply/clarification to BSE within the timeline. | resolution to the said clarification within the stipulated timeline. | |
| 2. | Regulation 32 of SEBI (LODR) Regulations, 2015 | Regulation 32 | NA | BSE | Clarification sought by BSE with regards to non-submission of statement of deviation for the quarter ended 31 st December, 2023 | The Company had received a mail from BSE India Limited on, 19 th April, 2023, with regards to non-submission of statement of deviation for the quarter ended 31 st December, 2023 | NA | The Listed entity has filed an adequate and justifiable reply/clarification to BSE within the timeline. | Management has provided adequate resolution to the said clarification within the stipulated timeline. | NA |
| 3. | Regulation 17, 25 & 27 of SEBI (LODR) Regulations | Regulation 17, 25 & 27 | NA | BSE | Clarification sought by BSE under Regulation 17 (1C) & 25 (2A) of SEBI (Listing Obligations and Disclosure | The Company had received a mail dated 20 th October, 2023 from BSE India Limited regarding clarification on | NA | The Listed entity has filed an adequate and justifiable reply/clarification to BSE within the | Management has provided adequate resolution to the said clarification | NA |



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| | ns, 2015 | | | | Requirements) Regulations, 2015 relating to appointment/re-appointment of a person on the Board of Directors of the listed entity/ appointment, re-appointment or removal of an independent director | appointment/re-appointment of a person on the Board of Directors of the listed entity/ appointment, re-appointment or removal of an independent director. | | stipulated timeline. | within the stipulated timeline. | |
| 4. | Regulation 31 of SEBI (SAST) Regulations, 2015 | Regulation 31 | NA | NSE | Clarification sought by NSE with regards to mis-match in details of pledge holding provided by depositories of the Promoter | The Company had received a mail from National Stock Exchange of India Limited on 7 th December, 2023 regarding mis-match in details of pledge holding of the Promoters as provided by the depositories for the | NA | The Listed entity has filed an adequate and justifiable reply/clarification to NSE within the timeline. | Management has provided adequate resolution to the said clarification within the stipulated timeline. | NA |



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Quarter September, 2023

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **NOT APPLICABLE**

ADDITIONAL AFFIRMATION:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observation Remarks by PCS |
|---------|--|-------------------------------|----------------------------|
| 1. | <u>Secretarial Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | YES | Not Applicable |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the | YES | Not Applicable |



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| | <p>listed entities</p> <ul style="list-style-type: none">• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | | |
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | YES | Not Applicable |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p> | YES | Not Applicable |



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| 5. | <u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none">• Identification of material subsidiary companies• Requirements with respect to disclosure of material as well as other subsidiaries | YES | Not Applicable |
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | YES | Not Applicable |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | YES | Not Applicable |
| 8. | <u>Related Party Transactions:</u> <ul style="list-style-type: none">• The listed entity has obtained prior approval of Audit Committee for all | YES | Not Applicable |



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| | <p>Related party transactions</p> <ul style="list-style-type: none">In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | | |
| 9. | <p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | YES | Not Applicable |
| 10. | <p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p> | YES | Not Applicable |
| 11. | <p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by</p> | NA | During the year under reviewed no action taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI |



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| | SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | | through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder from time to time. Whereas few clarifications sought by the Stock Exchanges viz. NSE & BSE and the Company has submitted adequate reply to the exchanges within stipulated timelines. |
| 12. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | NA | The Listed entity have complied all the applicable provisions of SEBI regulation/circular/guidance note issued by SEBI from time to time. There is no Non-compliance observed/happened during the financial year under review. |

***Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For VRG & Associates
Practising Company Secretary



Vijay Gupta
Proprietor
Mem No: 33236
CP No.: 22478
UDIN: A033236F000387997
Peer Review No. 5449/2024

Date: May 17, 2024
Place: Mumbai