



DUCON INFRATECHNOLOGIES LIMITED

[CIN: L72900MH2009PLC191412]

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

Date: 15/05/2025

To,

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, 2025, 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



VRG & Associates PRACTICING COMPANY SECRETARY

601, A-Wing, Gayatri CHS Ltd., Opp. Rajda School, Behind Pantaloon Shopping Center,
Near Platform No. 1, Borivali (West), Mumbai - 400 092.
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SECRETARIAL COMPLIANCE REPORT OF DUCON INFRA TECHNOLOGIES LIMITED FOR THE YEAR ENDED 31.03.2025

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 31.03.2025 ("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;
- (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;

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:

S r N o	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
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1.	Regulation 33 of SEBI (LODR) Regulations 2015	Regulation 33	NA	BSE & NSE	Clarification sought by BSE email dated 28 th June, 2024 and NSE email dated 25 th June, 2024 regarding non submission of Declaration or Statement of Impact of Audit Qualifications for year ended March 2024.	The Company had received a mail from BSE & NSE regarding non submission of Declaration or Statement of Impact of Audit Qualifications for year ended March 2024 under Regulation 33 of SEBI (LODR) Regulations 2015.	NA	The Listed entity has submitted the disclosure with the exchanges within the prescribed timelines.	Management has submitted the disclosure with the exchanges within the stipulated timelines.	NA
2.	Regulation 27(2) of SEBI (LODR) Regulations, 2015	Regulation 27(2)	NA	BSE	Clarification sought by BSE regarding Corporate Governance Report for the Quarter ended 30 th June, 2024.	On 29 th July, 2024, the Company received an email from BSE Limited regarding a discrepancy found in the Corporate Governance Report for the quarter ended 30 th June, 2024 pertaining to Regulation 27(2) of the SEBI (LODR) Regulations, 2015.	NA	The listed entity has submitted the revised Corporate Governance XBRL utility to the exchange within the stipulated time frame.	Management has submitted revised Corporate Governance XBRL utility within the stipulated timeline.	NA
3.	Regulation 31 of SEBI (LODR) Regulations, 2015	Regulation 31	NA	BSE	Clarification sought by BSE regarding Shareholding Pattern for the quarter ended 30 th September, 2024.	The Company had received a mail dated 4 th November, 2024 from BSE regarding discrepancy in the promoter category under Shareholding Pattern for the quarter ended 30 th September, 2024.	NA	The Listed entity has filed an adequate and justifiable reply/clarification to BSE within the stipulated timeline.	Management has provided adequate resolution to the said clarification within the stipulated timeline.	NA

4.	Regulation 29 of SEBI (LODR) Regulations, 2015	Regulation 29	NA	NSE	Clarification sought for delay submission of prior intimation of the Board Meeting under Regulation 29 of SEBI (LODR) Regulations, 2015.	The Company had received a mail from NSE dated 22 nd November, 2024, with regards to Non-Compliance of Regulation 29 of SEBI (LODR) Regulations, 2015.	NA	The company has provided a justifiable response to NSE within the prescribed timeline.	The management has clarified that the delay was due to a technical glitch and was unintentional and that the response was duly submitted within the prescribed regulatory timeline.	NA
5.	Regulation 29 (2) & (3) of SEBI (LODR) Regulations, 2015	Regulation 29	NA	BSE & NSE	Penalty of Rs. 10,000 each imposed by BSE and NSE due to delay in submission of prior intimation of the Board Meeting to the Exchanges for the Board Meeting held on 14 th November, 2024 under Regulation 29 of SEBI (LODR) Regulations, 2015.	The Company had received a mail from BSE and NSE dated 13 th December, 2024, with regards to Non-Compliance of Regulation 29 of SEBI (LODR) Regulations, 2015.	Rs. 10,000/-	The said fines were duly paid within the prescribed regulatory timelines to both stock exchanges.	The Management has informed that the delay was caused by a technical glitch and the said penalties were duly paid within the prescribed regulatory timelines to both stock exchanges.	NA

6.	Regulation 30 of SEBI (LODR) Regulations, 2015	Regulation 30	NA	BSE	Clarification sought by BSE for requirement of additional details under SEBI Circular dated July 13, 2023, for corporate announcement filed under Regulation 30 of SEBI (LODR) Regulations, 2015.	The Company had received a mail from BSE on 20 th January, 2025, regarding requirement of additional details for the announcement submitted pursuant to Regulation 30 of SEBI (LODR), Regulations, 2015.	NA	The Listed entity has filed revised announcement with both exchanges within the stipulated timeline.	Management has submitted revised announcement within the stipulated timeline.	NA
7.	Regulation 31 of SEBI (LODR) Regulations, 2015	Regulation 31	NA	BSE	Clarification sought for discrepancy in Shareholding Pattern for the quarter ended 31 st December, 2024 under Regulation 31 of SEBI (LODR) Regulations, 2015.	The Company had received a mail from BSE Limited on 31 st January, 2025 regarding discrepancy in promoter category in the Shareholding Pattern for the quarter ended 31 st December, 2024 which was submitted under Regulation 31 of SEBI (LODR) Regulations, 2015.	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
8.	NA	NA	NA	NSE	NSE has sought clarification regarding the details of utilization of the Rights Issue allotted by the Company on 30 th September, 2024, as well as the increase in current assets for FY 23-24.	On 7 th February, 2025, the Company received a communication from NSE concerning the utilization of the Rights Issue allotted on 30 th September, 2024, and the increase in current assets for FY 23-24.	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

(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 listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Not Applicable
3.	<u>Maintenance and disclosures on Website:</u> <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.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Applicable
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,	Yes	Not Applicable

	Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations		
8.	<u>Related Party Transactions:</u> <ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all Related party transactions 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 	Yes	Not Applicable
9.	<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.	Yes	Not Applicable
10.	<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	Yes	Not Applicable
11.	<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 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, however the Company has received notices from BSE Limited and the National Stock Exchange of India Limited, both dated December 13, 2024, regarding the imposition of a penalty of Rs. 10,000 each, due to a delay in submitting the prior intimation of the Board Meeting by one day to the Exchanges for the meeting held on November 14, 2024.	NA	<p>The Management has informed that the delay in prior intimation was caused by a technical glitch & was unintentional. The said penalties were duly paid within the prescribed regulatory timelines to both stock exchanges.</p> <p>Additionally, 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 through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder from time to time during the year under reviewed.</p>

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 has 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.
13.	<u>Structure Digital Database:</u> Company has adhered to the requirements concerning the Structure Digital Database (SDD) as mandated under Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.	Yes	Not Applicable

***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.
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
Practicing Company Secretary



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

UDIN: A033236G000352247
Date: 15th May, 2025
Place: Mumbai