

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH (16TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF DUCON INFRA TECHNOLOGIES LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 5.30 P.M. INDIAN STANDARD TIME ("IST") THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **To consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2025, along with the reports of the Board of Directors and Auditors thereon; and in this regard.**

"RESOLVED THAT the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Arun Govil (DIN: 01914619), who retires from the office of director by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT Mr. Arun Govil (DIN: 01914619), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **Continuation and Re-Appointment of Mr. Arun Govil (DIN: 01914619) as a Managing Director upon attaining the age of Seventy years:**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 196 (3), 197, 198, 203 read with Schedule V (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment(s) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such other consent(s), approval(s), permission(s) as may be necessary in this regard, and as per the Articles of Association of the Company and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s), permission(s) as may be agreed to by Board of Directors (hereinafter referred as board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors in their respective meeting held on September 02, 2025, consent of the Members of the Shareholders be and is hereby accorded subject to approval of Central Government (if any, required) under Part I of Schedule V of the Act for continuation of tenure of Mr. Arun Govil (DIN-01914619), as Managing Director of the Company who has attained the age of 70 years.

RESOLVED FURTHER THAT the consent of the members be and is hereby granted for re-appointment of Mr. Arun Govil (DIN-01914619), as Managing Director of the Company for a period of 5 (Five) years with effect from September 30, 2025, on the terms and conditions including remuneration as set out in the Annexure I annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Arun Govil (DIN-01914619), as Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be necessary, expedient or proper to give effect to the above resolution."

4. **Re-Appointment of Mr. Harish Shetty (DIN: 07144684) as Executive Whole-time Director & Chief Financial Officer of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment(s) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any other law and subject to such other consent(s), approval(s), permission(s) as may be necessary in this regard and as per the Articles of Association of the Company and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s), permission(s) as may be agreed to by Board of Directors (hereinafter referred as Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), the consent of the Members be and is hereby accorded for re-appointment of Mr. Harish Shetty (DIN: 07144684), as Executive Whole-time Director & Chief Financial Officer of the Company, for a period of 5 (Five) years with effect from September 06, 2025, on the terms and conditions including remuneration as set out in the Annexure I annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Harish Shetty (DIN: 07144684), as Executive Whole-time Director, designated as Chief Financial Officer of the Company including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee and Audit Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby jointly and/or severally authorised to do all necessary acts, deeds and things, which may be necessary, expedient or proper to give effect to the above resolution.

5. **To consider appointment of M/s. VRG & Associates, Practising Company Secretary as Secretarial Auditor of the Company:**

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

"RESOLVED THAT pursuant to provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014, and as per the Regulation 24A and other related regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, and based on the recommendation of Audit Committee in its meeting held on September 02, 2025 and Board of Directors in its meeting held on September 02, 2025, the consent of the members of the Company be and is hereby accorded for appointment of M/s. VRG & Associates (Firm Registration No.-S2019MH702000) (Mr. Vijay Ramesh Gupta, Membership No. 33236 & COP No. 22478), the Practising Company Secretary, Mumbai, as the Secretarial Auditors of the Company for the Financial Year 2025-2026 to 2029-2030, on such remuneration duly fixed by committee/ Board of Directors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution."

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

**Arun Govil
Managing Director
DIN: 01914619**

**Harish Shetty
Executive WTD & CFO
DIN: 07144684**

Date: September 02, 2025

Place: Thane

**Registered Office
Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604.
CIN No: L72900MH2009PLC191412**

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**"), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and Circular No. 09/2024 dated September 19, 2024 (collectively "**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "**SEBI Circulars**"), have permitted companies to conduct AGM through VC or other audio visual means without the physical presence of members at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), the 16th AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") setting out material facts concerning the business under Item No. 3, 4 & 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at the AGM for Item no. 2, 3 & 4 is furnished as annexure to the Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him-self and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, physical attendance of members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. As per Regulation 40 of SEBI Listing Regulations, as amended and as per SEBI in its pre108 release dated December 03, 2018 had decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to dematerialize the shares held by them in physical form.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025. (both days inclusive).
7. The Members holding the shares in physical form may obtain the nomination form from the Company's Registrar & Share transfer agent- Bigshare Services Pvt. Ltd. (BSPL) and are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or BSPL for assistance in this regard.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.

11. Members who are holding shares in physical are advised to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in de-mat form and to the Company's Registrars and Transfer Agents-BSPL at M/s. Bigshare Service Private Limited office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura centre, Mahakali Caves Road, Andheri (E) Mumbai – 400093 Board No: 022-62638200/222 Email: investor@bigshareonline.com Website - <https://www.bigshareonline.com/>
12. RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://duconinfra.co.in/> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of Company's Registrars and Transfer Agents.
13. In case of failure to provide required documents and details as per the aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after 1st October, 2023 by the RTA and the shareholders will not be eligible to lodge grievance or avail service request from the RTA and not eligible for receipt of dividend in physical mode In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
14. Dispute Resolution Mechanism at Stock Exchanges- SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
15. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
16. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE741L01018.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
18. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
19. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
20. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**
 - i. In compliance with the MCA Circulars and SEBI Circulars as mentioned under Note no. 1 above, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://duconinfra.co.in/>, website of the Stock Exchanges, i.e., National Stock Exchange of India Limited at www.nseindia.com and, BSE Limited at www.bseindia.com Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 - ii. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company's Registrar & Share transfer agent- Bigshare Services Pvt. Ltd. (BSPL) with details of Name of Shareholder, Folio No, Scanned copy of Share Certificate (front and back), self-attested copy of PAN card and Aadhar Card on info@bigshareonline.com.

- b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.
21. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 22. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
 23. Members of the Company under the category of Institutional Investors, if any, are encouraged to attend and vote at the AGM.
 24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
 25. Ms. Shruti H. Shah, Practicing Company Secretary (FCS No. 8852) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner and she has consented to act as a scrutinizer.
 26. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 27. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.duconinfra.co.in and on the website of NSDL on www.evoting.nsdl.com within two days of the passing of the resolutions at the 16th AGM of the Company on September 30, 2025. The same will also be submitted to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
 28. Voting through electronic means:
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Circulars issued by the Ministry of Corporate Affairs dated 5th May, 2022, 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, SEBI Circular dated 9th December, 2020, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by remote e-voting and e-Voting at AGM. The both the E-voting Services as provided by National Securities Depository Limited (NSDL).
 - II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
 - IV. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Tuesday, September 23, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.
 - V. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 23, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".
 - VI. The details of the process and manner for remote e-voting are explained herein below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on September 27, 2025 at 09:00 A.M. and ends on September 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2025.

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:

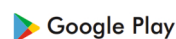
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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 Individual Shareholders holding securities in demat mode with NSDL.

1. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting.
2. 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 or joining virtual meeting & voting during the meeting.
3. 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>
4. 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 or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 user your existing myeasi 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 or joining virtual meeting & voting during the meeting. Additionally, there is 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 a 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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.nsdl.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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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 and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.: 022 - 4886 7000 or send a request to Pallavi Matre, Senior Manager 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/would like to register as speaker/have questions may register/send their questions before September 15, 2025 mentioning their name, demat account number/folio number, email id, mobile number at cs@duconinfra.co.in. The same will be replied by the company suitably.

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

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive WTD & CFO
DIN: 07144684

Date: September 02, 2025

Place: Thane

Registered Office

Ducon House, Plot No. A/4,

Road No. 1, MIDC,

Wagle Industrial Estate,

Thane-400604.

CIN No: L72900MH2009PLC191412

EXPLANATORY STATEMENT**(Explanatory Statement, as required under Section 102 of the Companies Act, 2013.)****Item No. 3 Continuation and Re-Appointment of Mr. Arun Govil (DIN: 01914619) as a Managing Director upon attaining the age of Seventy years**

Mr. Arun Govil (DIN: 01914619) was appointed as the Managing Director of the Company for a term of three years pursuant to board resolution dated September 06, 2022 and shareholder's resolution dated September 30, 2022.

Further, during the continuation of his tenure of appointment as Managing Director, he has attained the age of 70 years. In light of his vast immense knowledge and enrich technical experience which he has been contributing immensely in the growth of the Company since 2016 and in order to be compliant with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including amendments, if any, the Company hereby proposes to retain and re-appoint him as Managing Director of the Company on attaining age of 70 years subject to approval of any Statutory Authority, if any required, as approved by Board of Directors of the Company at its meeting held on September 02, 2025 for a tenure of Five years with effect from September 30, 2025.

Mr. Arun Govil is an Engineer and is a business leader with successful & fruitful career of over three decades. He has wide experience across industries and has rich exposure in Business Management, Corporate Affairs and customer relations. He is a dynamic explorer of new vistas of enterprising life and is able to always maintain his own focus with positive attitude regardless of setbacks in life. He is continuously striving to take the Company to the next level of growth and expansion.

Hence, approval of the members is sought for the continuation and re-appointment of Mr. Arun Govil as Managing Director of the Company on attaining the age of 70 years and on completion of his tenure. All other terms and conditions of his re-appointment Including perquisites and benefits etc shall remain same to the extent approved by the members of the Company.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Companies Act, 2013 and applicable Secretarial Standards is annexed as **Annexure-II**.

The Board of Directors will also be at liberty to alter, vary and revise the remuneration from time to time within the limit prescribed under Schedule V to the Companies Act, 2013, or any amendment or statutory modifications thereto in the terms of provisions of the Companies Act, 2013.

The copy of the Board Resolution and the letter issued to Mr. Arun Govil, Managing Director will be available for inspection between 11.00 a.m. to 4.00 p.m. on all working days (Monday to Friday), except public holidays, at the Registered Office of the Company.

The Board recommends the passing of the Resolution at Item No. 3 as a Special Resolution.

Except Mr. Arun Govil, none of the Directors or Key Managerial Personnels or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4 Appointment of Mr. Harish Shetty (DIN: 07144684) as Executive Whole-time Director and Chief Financial Officer of the Company.

Based on the recommendation of Nomination and Remuneration Committee and Audit Committee at their respective meetings held on September 02, 2025, the Board of Directors has reappointed Mr. Harish Shetty as Executive Whole-time Director and Chief Financial Officer for a period of 5 (Five) years w.e.f. September 06, 2025, subject to approval of the members in General Meeting.

The Board has received consent in writing from Mr. Harish Shetty to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, and Form DIR-8 that he is not disqualified under sub-section (2) of Section 164 of the Act and Declaration that he is not related to any director of the Company and not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

Mr. Harish Shetty demonstrated exceptional leadership skills, providing guidance and direction that has propelled Company to its new heights. It would be therefore in the interest of the Company to re-appoint Mr. Harish Shetty as Executive Whole time Director & Chief Financial Officer of the Company. A brief profile of Mr. Harish Shetty, nature of his expertise in specific functional areas and names of companies in which he holds Directorship and membership/chairmanship of Board Committee's etc., as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Companies Act, 2013, are annexed hereto as **Annexure II**.

The Board of Directors will also be at liberty to alter, vary and revise the remuneration from time to time within the limit prescribed under Schedule V to the Companies Act, 2013, or any amendment or statutory modifications thereto.

The Board recommends the resolutions as set out under item no. 4 for re-appointment of Mr. Harish Shetty as Executive Whole-time Director and Chief Financial Officer for the approval of the Members as Special Resolution. The copy of the Board Resolutions and the letters issued to Mr. Harish Shetty will be available for inspection between 11.00 a.m. to 1.00 p.m. on all working days (from Monday to Friday), except public holidays, at the Registered office of the Company.

The Board recommends the passing of the Resolution at Item No. 4 as a Special Resolution.

Except Mr. Harish Shetty, none of the Directors/Key Managerial Personnel of the Company are concerned or interested in the proposed resolution.

Item No. 5 Appointment of M/s. VRG & Associates, Practising Company Secretary as Secretarial Auditor of the Company

Pursuant to the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024, and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; it was proposed to appoint M/s. VRG & Associates, Practising Company Secretary (Firm Registration No.- S2019MH702000) as Secretarial Auditor of the Company for the FY from 2025-2026 to 2029-2030.

Further the above appointment is duly recommended by the Audit Committee in its meeting held on September 02, 2025 and the same has been approved by the Board of Directors of the Company in its meeting held on September 02, 2025.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Sr. No.	Particulars	Details
	Proposed Secretarial Auditors	M/s. VRG & Associates, Practising Company Secretary
	Basis of Recommendation	M/s. VRG & Associates, Practising Company Secretary, is a proprietorship firm based in Mumbai. M/s. VRG & Associates, is a Company Secretary proprietorship firm in Practice (Firm Registration No.- S2019MH702000); (Membership No. 33236, COP No. 22478) based in Mumbai with the regulations prescribed by the Institute of Company Secretaries of India (ICSI). The founder of the Firm, Mr. Vijay Ramesh Gupta has worked with various corporate houses. Its clientele includes many listed, public and Private companies. Further the firm specialises in providing consultancy, advisory, and compliance services primarily applicable to corporates under the Companies Act, SEBI Regulations, and FEMA Regulations, as applicable.
	Credentials of Proposed Secretarial Auditor	M/s. VRG & Associates, Practising Company Secretary, (Firm Registration No. - S2019MH702000 and Peer review certificate no. - 5449/2024)
	Term of Appointment	Five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held for the Financial Year ending March 31, 2030; to conduct Secretarial Audit from the Financial Year ending March 31, 2026 to Financial Year ending March 31, 2030.
	Proposed Fees	Rs. up to 50,000/- (Rupees Fifty Thousand only) per annum plus applicable taxes and reimbursement of other out-of-pocket expenses actually incurred in connection with the Secretarial Audit of the Company for FY 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. VRG & Associates.

Accordingly, the consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 5 of the Notice for appointment of M/s. VRG & Associates, Practising Company Secretary, as the Secretarial Auditors of the Company for the term of 5 (Five) consecutive years.

Your Directors recommend the resolution at Item No. 5 of the Notice for your approval as Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company are concerned or interested in the proposed resolutions.

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

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive WTD & CFO
DIN: 07144684

Date: September 02, 2025

Place: Thane

Registered Office

Ducon House, Plot No. A/4,

Road No. 1, MIDC,

Wagle Industrial Estate,

Thane-400604.

CIN No: L72900MH2009PLC191412

ANNEXURE – I

I. The broad particulars of the Remuneration payable to and the terms of re-appointment of Mr. Arun Govil (DIN: 01914619) are as under:

Period of Agreement: 5 years from the date of Annual General Meeting till the date of Annual General Meeting to be held for the Financial Year ended March 31, 2030.

1. Salary: upto Rs. 2,40,000/- per annum (Rupees Two Lakhs Forty Thousand Only)
2. Commission: 1% (One percent) of the Net Profit of the Company, subject to a ceiling of 50% (Fifty percent) of the salary.
3. Perquisites: In addition to the above, the Chairman cum Managing Director shall be entitled to send it an close all the perquisites listed herein below:
 - a) Housing: The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Chairman shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
 - b) Medical Reimbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
 - c) Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
 - d) Club Fees: Fees of clubs, subject to a maximum of three clubs.
 - e) Personal Accident Insurance / Group Like Insurance: Premium not to exceed Rs. 25,000 per annum.
 - f) Provident Fund / Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
 - g) Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
 - h) Use of Car with driver: The Company shall provide the Chairman a car with driver for business and personal use.
 - i) Telephone Facility at Residence: Telephone facility shall be provided at the Chairman's residence. All personal long distance calls shall be billed by the Company to the Chairman.
4. Other terms and conditions:
 - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites as determined by the Board of Directors, subject to the limits stipulated under Part II Section II of Schedule V read with Section 196 and 197 of the Companies Act, 2013, subject to maximum remuneration to be paid, as might be decided by the Board of Directors.
 - b) In the event of loss or inadequacy of profits in any financial year during the tenure, the Company would pay Mr. Arun Govil (DIN: 01914619) remuneration, perquisites not exceeding the ceiling laid down in Part II Section II of Schedule V of the Companies Act, 2013, as might be decided by the Board of Directors.
 - c) "Family" means the spouse and dependent children of Managing Director.
 - d) Leave with full pay and allowances shall be allowed as per the Company's rules.
 - e) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
 - f) No sitting fees shall be paid to Managing Director for attending the meetings of the Board of Directors and he is not there as Member of any of the committees of the Board.

- g) The Company entered into separate agreement with Arun Govil (DIN: 01914619), which contained inter alia, the above terms and conditions.
5. The information below is in relation to the proposal contained in Item No. 3 of the Notice relating to re-appointment of Mr. Arun Govil (DIN:01914619) as Managing Director of the Company.

1) General Information:

- a) Nature of Industry: The Company is in the business of Heavy Engineering & Information Technology.
- b) Date or expected date of commencement of commercial production: The Company has been in business for the past 14 years.
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, as the Company is an existing Company.

d) Financial performance based on given indicators:

(₹ in lakhs)

Particulars	31.03.2025	31.03.2024	31.03.2023
Turnover	25,281.45	31,486.35	31,188.59
Prot before tax	690.46	682.67	531.02
Prot after Tax	515.61	504.19	387.99
Shareholders Fund	15,244.53	11,399.87	11,854.97
Rate of Dividend on Equity Shares (%)	-	-	-

- e) Foreign investments or collaborators, if any: N. A.

2) Information about the appointee:

- a) Background details: He has single handedly built the Ducon Group from a one man outfit to a global Company in 35 years. He is a dynamic explorer of new vistas of enterprising life and is able to always maintain his own focus with positive attitude regardless of setbacks in life.
- b) Past Remuneration: For the financial year 2023-2024, Mr. Arun Govil's total remuneration was Rs.2,40,000/- p.a.
- c) Recognition or awards/ Job profile and his suitability: Mr. Arun Govil has managed the Company in drastic way and strived continuously to take to the new level of growth and expansion. He is a business leader with successful & fruitful career of over three decades. He has wide experience across industries and has rich exposure in Business Management, Corporate Affairs and customer relations. He is a dynamic explorer of new vistas of enterprising life and is able to always maintain his own focus with positive attitude regardless of setbacks in life. In the opinion of the Board, he is eminently suited for the position he holds.
- d) Remuneration proposed: The remuneration of Mr. Arun Govil is set out in point no.1 above.
- e) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.: The remuneration paid to Mr. Arun Govil is very minimal as compared with the remuneration in similar sized companies in similar segment of business.
- f) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any. Mr. Arun Govil is the Managing Director and promoter of the Company. He has equity holdings in the Company. He has no other pecuniary relationship directly or indirectly with the Company or any of its other Directors of the Company.

3) Other Information

Reasons of inadequate profits:

On account of current economic condition and intense competition in the industry, there is a continued pressure on margins & profitability. Further, major share of past business has been from non-core segments like electrification etc., which operate with less margins. Currently, the Company is able to book orders in its core technological segments of Flue Gas Desulphurisation and Bulk Material Handling Systems which should improve the profitability. Further, the Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines.

Steps taken or proposed to be taken for improvements:

The Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines. The Company has taken various steps to improve efficiency and reduce costs/expenses including right sizing of manpower. The marketing and sales functions have been revamped and the current order book reflects the results of the improved efforts put in by the Company. The agreement also sets out the duties and various obligations of Mr. Arun Govil.

Expected increase in productivity and profits in measurable terms: The focus on customer-centricity, deep domain expertise, agility in building new capabilities, and constant innovation and execution excellence have resulted in enduring customer relationships. The Company is taking several initiatives to improve market share and financial performance. We expect the growth in business and profitability to rise in near future.

II. The broad particulars of the Remuneration payable to Mr. Harish Shetty (DIN: 07144684) and the terms of the respective re-appointment of is as under:

1. Salary: upto Rs. 6,00,000/- per month (Rupees Six Lacs Only)
Other perquisites/benefits/commission shall be same as listed below for Mr. Harish Shetty (DIN: 07144684):
2. Commission: 1% (One percent) of the Net Prot of the Company, subject to a ceiling of 50% (Fifty percent) of the salary.
3. Perquisites: In addition to the above, Director shall be entitled to the all the perquisites listed herein below:
 - a) Housing: The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Whole Time Directors shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
 - b) Medical Reimbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
 - c) Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
 - d) Club Fees: Fees of clubs, subject to a maximum of three clubs.
 - e) Personal Accident Insurance / Group Like Insurance: Premium not to exceed Rs. 25,000 per annum.
 - f) Provident Fund / Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
 - g) Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
 - h) Use of Car with driver: The Company shall provide both the Whole Time Directors a car with driver for business and personal use
 - i) Telephone Facility at Residence: Telephone facility shall be provided at both the Whole Time Director's residence. All personal long distance calls shall be billed by the Company to both the Whole Time Directors.
4. Other terms and conditions:
 - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole Time Director, salary and perquisites as determined by the Board of Directors, subject to the limits stipulated under Part II Section II Schedule V read with Section 196 and 197 of the Companies Act, 2013, subject to maximum remuneration to be paid, as might be decided by the Board of Directors.
 - b) In the event of loss or inadequacy of profits in any financial year during the tenure, the Company would pay Mr. Harish Shetty, remuneration, perquisites not exceeding the ceiling laid down under Part II Section II of Schedule V read with Section 196 and 197 of the Companies Act, 2013, as might be decided by the Board of Directors.
 - c) "Family" means the spouse and dependent children of Whole Time Director.
 - d) Leave with full pay and allowances shall be allowed as per the Company's rules

- e) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
 - f) No sitting fees shall be paid to the Whole Time Director for attending the meetings of the Board of Directors or Committees thereof.
 - g) The Company pursuant to Section 190 of the Companies Act, 2013 had entered into agreement with Mr. Harish Shetty, which contains inter alia, the above terms and conditions.
5. The information below is in relation to the proposal contained in item No. 4 of the Notice relating to re-appointment of Mr. Harish Shetty Executive Whole-Time Director & CFO of the Company.

A. General Information

- i. Nature of Industry: The Company is in the business of Heavy Engineering & Clean Technology.
- ii. Date or expected date of commencement of commercial production: The Company has been in business for the past 16 years.
- iii. In case of new companies, expected date of commencement of activities: Not applicable, as the Company is an existing Company.
- iv. Financial performance based on given indicators (₹ in lakhs)

Particulars	31.03.2025	31.03.2024	31.03.2023
Turnover	25,281.45	31,486.35	31,188.59
Profit before tax	690.46	682.67	531.02
Profit after Tax	515.61	504.19	387.99
Shareholders Fund	15,244.53	11,399.87	11,854.97
Rate of Dividend on Equity Shares (%)	-	-	-

- v. Foreign investments or collaborators, if any: N. A.

B. Information about the appointee:

i. Background details:

Mr. Harish Shetty is Commerce Graduate and has completed CA Inter. He has around Three decades of experience in Accounts, Finance and Taxation. He has headed similar disciplines of corporates across manufacturing, service and EPC sectors, expert in handling multistate operations, spearheaded implementation of effective proposal costing, productivity tools, cost saving initiatives and also crucial corporate policies and procedures. He has highly effective leadership quality with proven ability to drive complex strategic initiatives that align with corporate vision.

- ii. Past Remuneration: Remuneration for the Financial Year 2023-24 Mr. Harish Shetty: Rs. 43 Lacs p.a.
- iii. Recognition or awards/ Job prole and their suitability: Mr. Harish Shetty has managed the affairs of the Company since past more than 10 Years. In the opinion of the Board, he is eminently suited for the position he holds.
- iv. Remuneration proposed: The remuneration of Mr. Harish Shetty is set out in point no.1 above.
- v. Comparative remuneration prole with respect to industry, size of the Company, prole of the position and person. The remuneration of Mr. Harish Shetty is in tune with the remuneration in similar sized companies in similar segment of business
- vi. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any: Mr. Harish Shetty does not holds any equity in the Company and is not related to any other Directors/ Key Managerial Personnel.

C. Other Information:

Reasons of inadequate profits: On account of current economic condition and intense competition in the industry, there is a continued pressure on margins & profitability. Further, major share of past business has been from non-core segments

like electrification etc., which operate with less margins. Currently, the Company is able to book orders in its core technological segments of Flue Gas Desulphurization and Bulk Material Handling Systems which should improve the profitability. Further, the Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines.

Steps taken or proposed to be taken for improvements: The Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines. The Company has taken various steps to improve efficiency and reduce costs/expenses including right sizing of manpower. The marketing and sales functions have been revamped and the current order book reflects the results of the improved efforts put in by the Company. The agreement also sets out the duties and various obligations of Mr. Harish Shetty (DIN: 07144684).

Expected increase in productivity and profits in measurable terms: The focus on customer-centricity, deep domain expertise, agility in building new capabilities, and constant innovation and execution excellence have resulted in enduring customer relationships. The Company is taking several initiatives to improve market share and financial performance. We expect the growth in business and profitability to rise in near future.

ANNEXURE – II

Details of Directors appointment/re-appointment/retiring by rotation, as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Mr. Arun Govil	Mr. Harish Shetty
Director Identification Number (DIN)	01914619	07144684
Date of Birth	07/09/1955	15/07/1974
Date of First Appointment on Board	29/09/2015	20/01/2016
Experience in functional Area	Mr. Arun Govil, Managing Director and Promoter of the Company, graduated with bachelor's degree in chemical engineering and MBA in Finance from USA. Associated with the above Company since its takeover and have the duties of Managing Director. He has more than 3 decades of experience of successful business management, and has extensive and diversified experience in core technologies, business mergers & acquisitions, products engineering, Finance and overall corporate growth and management.	Mr Harish Shetty, Executive Whole Time Director & Chief Financial Officer the Company, has more than 3 decades of experience in accounts, Finance and Taxation. He headed the accounts and Finance functions of companies across manufacturing service and EPC sectors. He has thorough knowledge of handling multistate operations and ensuring statutory compliance.
Qualification	Chemical engineering and MBA in Finance	B.Com and CA Inter
Directorship in other Companies (Public Limited Companies)	Please refer Corporate Governance Report	Please refer Corporate Governance Report
Membership/Chairman of Committees of other public limited companies (Audit Committee and Shareholder's/ Investor's Grievance Committee only)	NA	NA
No. of Shares held in the Company	123727531	NA
The number of Meetings of the Board attended during the F.Y. 2024-25	8	9
Listed Entity from which the person has resigned in the Last three years	NA	NA
Membership in the committee's of Listed Entity from which the person has resigned in the Last three years	NA	NA
Remuneration Paid	For remuneration details, please refer the Corporate Governance Report	For remuneration details, please refer the Corporate Governance Report
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There are no inter-se relationships between the Directors mentioned above, and Manager and other Key Managerial Personnel of the Company.	There are no inter-se relationships between the Directors mentioned above, and Manager and other Key Managerial Personnel of the Company.

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

Arun Govil
Managing Director
DIN: 01914619

Harish Shetty
Executive WTD & CFO
DIN: 07144684

Date: September 02, 2025

Place: Thane

Registered Office

Ducon House, Plot No. A/4,

Road No. 1, MIDC,

Wagle Industrial Estate,

Thane-400604.

CIN No: L72900MH2009PLC191412