DUCON INFRATECHNOLOGIES LIMITED

(Formerly known as "Dynacons Technologies Limited")

Ducon House, A/4, MIDC Wagle Industrial Estate, Road No. 1, Thane (W) - 400 604.
India • Tel. : 022 41122114 (30 lines) • Fax 022 41122115 • URL : www.dtlindia.com
CIN : L72900MH2009PLC191412

October 4, 2017

BSE Ltd. Corporate Relations Department, 1st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Security Code: 534674	National Stock Exchange of India Ltd. Exchange Plaza,5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051 Symbol: DUCON

Dear Sir,

Sub: Annual Report of Ducon Infratechnologies Ltd for Financial Year 2016-2017

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Annual Report of the Ducon Infratechnologies Ltd for Financial Year 2016-2017.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

For Ducon Infratechnologies Limited

D. Parikh

Darshit Parikh
Company Secretary

Encl.: Copy as above

DUCON
INFRATECHNOLOGIES LTD.

ANNUAL REPORT
2016-17

DUCON INFRATECHNOLOGIES LIMTED

(formerly known as Dynacons Technologies Limited)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Arun Govil		Chairman
Harish Shetty		Director
Chandrasekhar Ganesan		Director
Viren Shah		Director
Pinakee Parikh	(Resigned w.e.f 14.02.2017)	Director
Abhinav Anand	(Appointed w.e.f 14.02.2017)	Director
Ratna Jhaveri	(Appointed w.e.f. 14.02.2017)	Director

Auditors

M/s. Hitesh Shah & Associates
Chartered Accountants
Mumbai

Company Secretary

CS Darshit Parikh

Registrar & Transfer Agents

Bigshare Services Pvt. Ltd.
1st Floor Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol,Andheri East,
Mumbai- 400 059.

Principal Bankers

Dena Bank

Registered Office

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

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NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of the members of **Ducon Infratechnologies Limited** (formerly known as Dynacons Technologies Limited) (CIN:L72900MH2009PLC191412) will be held on **Friday**, **29th Day of September, 2017** at **10.30 A.M**., at **Coral Hall (in basement) Hotel Satkar Grande Wifi Park, Opposite Aplab Company, Wagle Estate, Thane (w) 400604**, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and 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 Managing director by rotation and being eligible, offers himself for re-appointment

3. Ratification of Appointment of Statutory Auditors of the Company:

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Hitesh Shah & Associates, Chartered Accountants (Firm's Registration No.103716W), as Statutory Auditors of the Company for a term of five years i.e. till the conclusion of the 13th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 9th AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out-of pocket, travelling expenses as may be mutually agreed between the Board of Directors of the Company and the statutory Auditors."

SPECIAL BUSINESS:

4. Increase in Authorized Share Capital of the Company

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

   "RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, if any, and Clause IV of the Articles of Association of the Company, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the authorized share capital of the Company be altered and increased from the existing Rs. 8,00,00,000(Rupees Eight crores only) divided into 8,00,00,000 (Eight crores) equity shares of Re.1/- each to Rs. 15,00,00,000(Rupees Fifteen crores only) divided into 15,00,00,000 (Fifteen crores) equity shares of Re.1/- each.

   RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorised to file statutory application and other forms, remit fees and to do all such acts, deeds and things as may be necessary and incidental to give effect to the aforesaid Resolution"

5. Alteration of Memorandum of Association

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

   "RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, if any, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Capital Clause

   V of Memorandum of Association of the Company be substituted with the following clause:

"V. The Authorised Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen crores only) divided into 15,00,00,000 (Fifteen crores) equity shares of Re.1/- each.

The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorised to file statutory application and other forms, remit fees and to do all such acts, deeds and things as may be necessary and incidental to give effect to the aforesaid Resolution"

6. Appointment of Mr. Abhinav Anand (Din no.:07732241) as an Independent Director:

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

"**RESOLVED THAT** pursuant to Section 149, 150 (2), 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as the Act), Mr. Abhinav Anand (Din no.: 07732241), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 14, 2017, and who holds office up to the date of the Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Abhinav Anand as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2022, not liable to retire by rotation."

7. Appointment of Ms. Ratna Jhaveri (Din no.:07732263) as an Independent Director:

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

"**RESOLVED THAT** pursuant to Section 149, 150 (2), 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as the Act), Ms. Ratna Jhaveri (Din no.: 07732263), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 14, 2017, and who holds office up to the date of the Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Ms. Ratna Jhaveri as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2022, not liable to retire by rotation."

8. Borrowing Powers

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of earlier resolution passed with approval of members in general meeting and pursuant to Section 180(1) (c) (previously being Section 293(1)(d) of the Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the "Act"), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorized by the Board of Directors to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency by way of availing of long/short term loans, commercial papers, by way of issue of bonds/notes and all kinds of financial assistance, secured/unsecured from banking companies, financial institutions, bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, foreign institutional investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organizations, partnership

firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 350 Crores (Rupees Three Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT the Board or such Committee/ or person/(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
For **Ducon Infratechnologies Ltd.**
(formerly known as Dynacons Technologies Ltd.)

Chandrasekhar Ganesan
Director
DIN: 07144708

Harish Shetty
Director
DIN:07144684

Date: September 01, 2017
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 Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 2 to 7 forms part of this Notice. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings in respect of Director seeking re-appointment at the Annual General Meeting for Item no. 5 & 6 is furnished as annexure to the Notice.

2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the company.** Proxies in order to be effective must be received by the company not less than **48 hours** before the meeting.

3. A person can act as proxy on behalf of members not exceeding (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members / Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.

5. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote in their behalf at the Meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 23rd day of September, 2017 to, Friday the 29th day of September, 2017. (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.

8. Members desirous of getting any information in respect of the content of the annual report are requested to forward the queries to the Company at least 10 days prior to the annual general meeting so that the required information can be made available at the Company.

9. In compliance with the provisions of Section 108 of the act and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited(NSDL), on all the resolutions set forth in the notice

10. Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd. Shareholders holding shares in electronic form must advise their respective depository participants about change in address and not to the Company.

11. 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.

12. 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.

13. Annual Listing fees for the year 2017-18 has been paid to all stock exchange wherein shares of the Company are listed.

14. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transected through e-voting Services provided by National Securities Depository Limited (NSDL):

    (i) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.

    (ii) The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    The instructions for e-voting are as under:

    A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

        i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

        ii. Open the internet browser and type the following URL: https://www.evoting.nsdl.com.

        iii. Click on Shareholder – Login.

        iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

        v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

        vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

viii. Select "EVEN" (E-Voting Event Number) of Ducon Infratechnologies Limited. Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csshrutishah@gmail.com, with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

B In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial username and password is provided.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

i. The e-voting period commences on September 26, 2017 (9:00 am IST) and ends on September 28, 2017 (5:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September22, 2017, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

ii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 22, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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" option available on evoting@nsdl.co.in.

iii. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 22nd September, 2017.

iv. Ms. Shruti H. Shah, Practicing Company Secretary (FCS No. 8852) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

v. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

vi. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Shruti H. Shah, Practicing Company Secretary (FCS No. 8852), at the Registered Office of the Company not later than September 28, 2017 (5:00 pm IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor@dtlindia.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than September 28, 2017 (5:00 pm IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dtlindia.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Eighth AGM of the Company on September 29, 2017 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For **Ducon Infratechnologies Ltd.**
(formerly known as Dynacons Technologies Ltd.)

Chandrasekhar Ganesan	**Harish Shetty**
Director	Director
DIN:07144708	DIN:07144684

Date: September 01, 2017
Place: Thane

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

EXPLANATORY STATEMENTS

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 3, 4, 5 & 6 of the accompanying Notice dated September 01, 2017.

ITEM NO. 3 & 4

Over the years, the volume of business has been increasing constantly and the company has also embarked upon expansion plans. In order to expand the capital base, it is now proposed to increase the authorised equity share capital from the existing limit of Rs. 8,00,00,000/- (comprising 8,00,00,000 equity shares of Re. 1/- each) to Rs. 15,00,00,000 /- (comprising 15,00,00,000 equity shares of Re.1/- each) taking the total authorized capital to Rs. 15,00,00,000 /-.

The Resolutions contained in Item Nos. 3 & 4 seek to increase the Authorised Share Capital of the Company as aforesaid and to alter the Memorandum of Association of the Company, respectively, consequential to such increase in the Authorised Share Capital of the Company as proposed.

The proposal requires the consent of the members. The Board of Directors recommends that the proposal be approved.

A copy of the Memorandum and Articles of Association of the Company is available at the Corporate Office of the Company for inspection during the office hours till the conclusion of the General Meeting.

ITEM NO. 5

Pursuant to the provisions of Section 149 of Companies Act, 2013(The Act), which came into effect from April 1, 2014, the Independent Directors are not liable to retire by rotation.

Mr. Abhinav Anand, Non-executive Director of the Company, has given a declaration to the board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the board, the director fulfills the conditions specified in the Act and rules framed thereunder for appointment as an Independent Director. The board has recommended the appointment of Mr. Abhinav Anand, as an Independent, Non-Executive Director of the Company till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2022.

In compliance with the provision of Section 149 of the act, the appointment of Mr. Abhinav Anand, as an independent director is now being placed before the members for their approval.

A brief profile of Mr. Abhinav Anand, nature of his expertise in specific functional areas and names of companies in which he hold Directorship and membership/chairmanship of Board Committee's as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is annexed hereto.

The Board recommends the resolution at item No. 5 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 5 of the Notice except Mr. Abhinav Anand.

Item No. 6

Pursuant to the provisions of Section 149 of Companies Act, 2013(The Act), which came into effect from April 1, 2014, the Independent Directors are not liable to retire by rotation.

Ms. Ratna Jhaveri, Non-executive Director of the Company, has given a declaration to the board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the board, the director fulfills the conditions specified in the Act and rules framed thereunder for appointment as an Independent Director. The board has recommended the appointment of Ms. Ratna Jhaveri, as an Independent, Non-Executive Director of the Company till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2022.

In compliance with the provision of Section 149 of the act, the appointment of Ms. Ratna Jhaveri, as an independent director is now being placed before the members for their approval.

A brief profile of Ms. Ratna Jhaveri, nature of his expertise in specific functional areas and names of companies in which she hold Directorship and membership/chairmanship of Board Committee's as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is annexed hereto.

The Board recommends the resolution at item No. 6 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 6 of the Notice except Ms. Ratna Jhaveri.

Item No .7

Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not, except with the consent of the Company in General Meeting, borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase. Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 350 Crores (Rupees Three Hundred and Fifty Crores Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

The Board of Directors commend passing of the resolution set out in item no. 7 of the Notice.

None of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

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
Director Identification Number (DIN)	01914619
Date of Birth	07/09/1955
Date of Appointment	29/09/2015
Experience in functional Area	Chairman of Ducon Group USA. Ducon Group is involved in energy, environment, electronics & infrastructure fields globally. He has single handedly built the Ducon Group from a one man outfit to a global Company in 30 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.
Qualification	Engineer
Directorship in other Companies (Public Limited Companies)	Please refer Corporate Governance Report section of the Annual Report 2016-17
Membership of Committees of other public limited companies (Audit Committee and Shareholder's/Investor's Grievance Committee only)	
No. of Shares held in the Company	
Remuneration Proposed	2,40,000
Remuneration Paid	2,40,000
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.

Particulars	Mr. Abhinav Anand	Ms. Ratna Jhaveri
Director Identification Number (DIN)	07732241	07732263
Date of Birth	25/05/1991	19/11/1987
Date of Appointment	14.02.2017	14.02.2017
Experience in functional Area	Qualified LLB and having experience in various areas of Corporate Law, Trademark, Contract Law, Constitutional Law	Post Graduate in finance and having experience in Accounts, Audit and Taxation. Wide experience in the financial service and insurance industry
Qualification	LLB	Post Graduate in Finance
Directorship in other Companies (Public Limited Companies)	0	0
Membership of Committees of other public limited companies (Audit Committee and Shareholder's/ Investor's Grievance Committee only)	0	0
No. of Shares held in the Company	NIL	NIL

By Order of the Board of Directors
For **Ducon Infratechnologies Ltd.**
(formerly known as Dynacons Technologies Ltd.)

Chandrasekhar Ganesan
Director
DIN:07144708

Harish Shetty
Director
DIN:07144684

Date: September 01, 2017
Place: Thane

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

DIRECTORS' REPORT

Your Directors are pleased to present the **Eighth** Annual Report of your Company for the period ended March 31, 2017.

1. Financial Highlights

(Rs. in Lakhs)

Particulars	Year ended 31/03/2017	Year ended 31/03/2016
Gross Income	4082.49	3262.82
Profit Before Interest and Depreciation	298.94	211.95
Finance Charges	99.16	81.63
Gross Profit	199.79	130.31
Provision for Depreciation	88.85	85.08
Net Profit Before Tax	110.94	45.24
Provision for Current Tax	53.60	5.85
Deferred Tax	(11.99)	0.79
Net Profit After Tax	69.32	38.60
Balance of Profit brought forward	65.15	26.55
Balance available for appropriation	134.47	65.15
Proposed Dividend on Equity Shares	Nil	Nil

2. Management Analysis and Discussions

Management Analysis and Discussions

Discussion on financial performance with respect to operational performance

During the year, your Company earned total revenues of Rs. 4082.49. lacs compared with Rs. 3262.82 lacs during the previous year, reflecting a growth of 25.12% over the previous year. The profit before tax stood at Rs.110.94 lacs as compared to Rs. 45.24 lacs in the previous year. The Company has made a provision of tax totaling to Rs. 53.60 lacs and the profit after tax stood at Rs. 69.32 lacs for the current year. The Operating Profit (earnings before depreciation and interest and tax) grew from Rs. 211.95 lacs to Rs. 298.94 lacs, a growth of 41.04% over the previous year.

The Company has built a comprehensive brand portfolio across various verticals including software, server and security, and this has helped the company to increase its earnings. The company has a mix of products, services and technology integration in order to build opportunities for incremental revenue growth along with Non IT infrastructure for its clients.

Review of Operations including IT Infra and Non IT Infra Industry Structure and Developments

IT Infra Structure and Developments

The year under review was one of the most challenging ones in recent years. The year witnessed moderate growth in Global demand of IT products reflecting broad pricing pressures, government spending constraints from continued fiscal challenges, data center consolidation enabled by virtualization, accelerating cloud adoption and a shift toward lower-cost hardware products. In India although the sentiment continues to be positive, demand on the ground has not picked across product categories. From an IT products standpoint, the market remains sluggish. Projects, essentially driven out of investment in infrastructure by government and corporates, have slowed down and only old projects are being executed. Your Company has demonstrated its high adversity quotient and its capacity for implementing differentiated strategic solutions.

Information Technology lies at the core of your Company's business. The sector prompted and shaped industrial growth and transformed the lifestyle of the citizens. Now a new trend is emerging where the enterprise focus is gradually shifting from capital expenditure to operating expenditure and billing style is changing from transaction to annuity, pay-per-use, and pay-per-click. The trend is not disruptive today and is at a nascent stage. But it is expected to evolve in the next decade. The strong fundamentals of business and the current model will continue to be in vogue but at a lower pace of growth as compared to the new tech trend. Looking ahead there are a few significant trends shaping the distribution business in general

and IT distribution in particular. Your Company is engaged in monitoring and suitably adapting its strategy to participate and be relevant in the changed scenario.

Adoption of Cloud based infrastructure and solutions is gaining traction in India and there is a gradual acceptance on the part of organizations in the SMB sector to embrace this practice in order to shift their IT Infrastructure from a Capex to an Opex model. Cloud technology allows users access to applications over the Internet displacing the age-old practice of running programs by downloading software onto a physical server or computer. We aspire to position ourselves as a single company that acts as a bridge between the Cloud Technology providers and the End Customers by offering a complete bouquet of Cloud solutions and services. Your Company is looking to sell Cloud Solution as a product. As the demand pattern in India matures, your Company will evaluate appropriate Cloud business strategies and invest in this space accordingly.

Given that India is one of the fastest growing markets in the world, all major brands in the enterprise and retail verticals, even those with an existing presence in the country, are keenly looking at ways to increase their market share. Our diversity in terms of a large bouquet of products lines and vendors and geographical reach has enabled your Company to take maximum advantage of the available growth opportunities. Your Company has embarked on the set up of a robust services platform that benefits both the brand and the end customer. This will involve offering complete parts planning, parts warehousing, forward and reverse logistics, imts and re-exports, and assets recovery and e-waste management to provide a single-window fret-free parts management service to brands.

With growing dependence on IT, thanks to the Internet and mobility, uptime of devices be it PCs, Tablets or Smart phones, and enterprise assets like networking devices, servers and storage which support them, has become critical for running business applications and maintaining operational efficiencies. User organizations have therefore time and again necessarily refurbished their IT hardware from a plethora of vendors ending up with products from multiple brands. To complicate matters further, rapid strides in technology have successfully shortened product life cycles and put tremendous strain on parts availability for maintenance of assets beyond service life. Managing the uptime of heterogeneous IT hardware is therefore a huge challenge for user companies. Your company is looking to tap this into a big opportunity and offer single window SLA bound AMC service for heterogeneous hardware, which spans PCs, peripherals, and enterprise assets. Your Company's investment and engagement over the years has enabled it to develop a strong foothold catering to Enterprise & Infrastructure projects.

While strengthening and consolidating its core business, it is evaluating ways and means of transforming through better efficiencies and increased process driven automation. Your company is evolving into a Solution oriented partner for its vendors and customers. Pre-Sales and Technical Sales talents are deployed to help partners provide their customers with customized solutions to achieve their desired business outcomes even on the NON IT infra requirements of the clients.

Non IT Infra Industry Structure and Developments-FGD

Industry

Flue gas desulfurization (FGD) is a process that removes sulfur dioxide from the flue gas before its emission. This process is carried out during combustion in fossil fuel power plants such as coal and oil fired combustion units. When coal or oil is burned to produce energy, about 95% of the sulfur is converted into sulfur dioxide under standard temperature conditions. FGD can be characterized into wet & spray dry scrubbing, wet sulfuric acid process, SNOX flue gas desulfurization and dry sorbent injection system based on methods of desulfurization. Flue gas desulfurization technology has gained importance as a result of increasing air pollution due to sulfur dioxide released into the atmosphere during combustion processes. Flue gas desulfurization market has witnessed a significant growth in recent years due to stringent government policies relating to emissions of harmful gases in the environment.

Additionally, increasing demand for electricity coupled with dependence on coal for power production will further boost the demand for FGD systems. Rapid industrialization and increasing the need for electricity in emerging economies is expected to boost the demand for flue gas desulfurization systems in future. Technological advancements in the development of highly efficient systems may provide market participants with new opportunities. Additionally, decreasing the capital cost of FGD systems might provide opportunities for new participants in the market. However, operation and maintenance costs increase as a result of many reagents that are required to treat sulfur content in gases. Disposal of waste as a result of FGD processes considerably increases the operation and maintenance cost of flue gas desulfurization systems. Moreover, availability of alternative methods such as hydrodesulfurization, fluidized bed combustion, and THIOPAQ may hinder the market growth in future.

Technology

There are two types of technologies used for flue gas desulfurization - wet and dry FGD systems. In dry FGD systems, reagents such as lime and limestone are injected directly into flue gas to remove sulfur dioxide, whereas, in wet FGD systems, the reagent is added to water to remove sulfur dioxide. Wet FGD systems are widely used in comparison to dry FGD and are expected to maintain dominance over the forecast period owing to high efficiency and low maintenance.

Applications

Application segments of flue gas desulfurization market include new FGD systems and reagents & replacements. Increasing electricity demand in emerging economies such as China and India owing to rapid industrialization and urbanization is expected to increase the number of coal-fired power plants. This, in turn, is expected to boost the demand for new FGD systems in the market. The demand for reagents & replacements was primarily for repair of parts such as pump impellers, nozzles, valves and filter belts among others in established FGD systems. The increasing use of reagents such as limestone, dibasic acid, and sodium hydroxide is further expected to boost the growth of reagents & replacements application segment in the market.

Geography

Asia Pacific emerged as the largest region for flue gas desulfurization market accounting for more than half of the market share in 2013, owing to stringent government regulations and presence of a large number of coal-fired power plants in India and China. Additionally, rising concerns over industrial air pollution is also a major driver of FGD market in this region. North America and Europe accounted for over 40% of the market share in 2013. The market in this region is primarily driven by demand for new FGD systems to retrofit existing power plants. In addition, replacement of obsolete parts in existing flue gas desulfurization systems is expected to boost the demand for flue gas desulfurization systems in the region.

Key Players in the Market

Some of the major companies in global flue gas desulfurization market include Alstom S.A., Babcock & Wilcox, Siemens Energy, Thermax, Ducon Technologies Inc., Hamon Research-Cottrell, Mitsubishi Heavy Industries, and Marsulex Environmental Technologies. Other companies include China Boqi, Chiyoda Corporation, Hitachi Power Systems America Ltd., Marsulex Environmental Technologies and Lonjing Environment Technology Co. Ltd.

Ducon and FGD

Ducon has supplied wet FGD systems on over 20,000 MW of combined power plant capacity. Ducon FGD systems can achieve over 99% sulfur dioxide removal efficiency. Ducon Flue Gas Desulfurization systems can also recover up to 90% of oxidized mercury in the flue gas.

Depending upon the reagent utilized, Ducon can select a packed tower, a spray tower or a Ventri-Rod Absorber (VRA™) (a proprietary Environeering unit) for the wet FGD application. For Dry Flue Gas Desulfurization systems, Ducon uses its proprietary two-fluid nozzle DRX-25 to atomize feed slurry in the spray reactor. Ducon can also provide a Circulating Reactor Dry FGD System suitable for applications of upto 3% sulfur coal and by utilizing dry lime, it can provide upto 97% SO2 removal efficiency. Ducon provides either bag house filter or Electrostatic Precipitator for duct collection downstream. Ducon works with reputable vendors to provide Gas-to-Gas heat exchangers, fans, controls, and reagent handling & feeding systems.

Ducon has the capability to provide a complete global turnkey installations including effluent treatment systems.

Strengths

The Company provides the entire spectrum of Information Technology Infra and Non IT Infra. The strength of your Company is the brand and products diversification along with wide product range, dedicated group of talented professional who drive its business and relationships with its business partners and manage its support functions. The strategy to engage with clients on their large transformative programs, both in traditional IT areas as well as for their new digital business initiatives and non IT Infra. The company expands existing client relationships by providing them with a broad set of end-to-end service offerings and increase the size, nature and number of projects they do with them.

The inherent strength of your Company derives from its absolute belief in sound, sustainable business practices and an ability to continuously address the diverse needs of its customers. The strengths have enabled your Company to successfully articulate its various differentiated value propositions in the markets in which it operates. The strategic objective of the company is to build a sustainable organization that remains relevant to the agenda of the clients, while generating profitable growth for the investors. In order to do this, the company will apply the priorities of 'renew' and 'new' to our own business and cascade it to everything we do.

We believe our strong brand, robust quality process and our access to skilled talent base at lower costs of providing services places to us in a unique position to take advantage of the opportunities available. The Company is not dependent on any single technology or platform. The company has developed competencies in various technologies, platforms and operating environment, and offers a wide range of technology options for its clients to choose from, based on their needs.

Quality

Customer Satisfaction and excellence in quality are key elements for succeeding in this competitive market. In order to be able to respond quickly to the customers, your Company continues with various internal initiatives to implement result oriented quality management models, compete effectively, improve organizational flexibility and efficiency, streamline internal processes across all its entities globally and institutionalize a culture of continuous improvement.

Your Company continues to strive towards operational and delivery excellences with a renewed focus on the path of business excellence. Customer satisfaction and excellence in quality are key elements for succeeding in the competitive global market. A strong emphasis is based on quality in every aspect of the company's activities. In line with this philosophy we have designed our quality management program and have defined several key parameters for measurement of quality levels to ensure improvement in the quality of the deliverables. Several initiatives have been taken to implement result oriented quality management models.

In order to be able to respond quickly to the customers, your Company continues with various internal initiatives to compete effectively, improve organizational flexibility and efficiency, streamline internal processes and institutionalize a culture of continuous improvement. The system comprises well defined organization structure, pre-identified authority levels and documented policy guidelines and manuals for delegation of authority.

Review of key business processes like business planning, reporting and communication has been done to make them more effective in meeting business objectives. Moving forward, your company shall continue to further strengthen its processes by adopting best-in-class standards.

Opportunities and threats

Opportunities

We believe there is a growing demand for additional services and solutions from companies that already have an established global presence and existing infrastructure, which is why we are strategically focused on increasing our capabilities in these areas. Our diversification strategy continues to provide us with new growth opportunities. Looking towards the future, your Company will remain focused on agility, innovation and operational excellence. Focusing on strategic verticals and geographies will also lead to an increase in the list of potential customer base.

Threats:

Competition is the main threat to most tech outfits, considering the relentless product cycles, the typically rapid move toward commoditization in the sector and also changes in technology and markets, changes in government policy or regulations / legislation etc also brings challenges and treats to the smooth functioning of the Company. The focus of the Traditional IT service providers is slowly moving towards industry focused business solutions and digital-business enablement. As companies recognize the critical role of technology as an enabler to their business, the number of in-house technology centres of large enterprises as well as the number of new entrants in the market increases.

Since the IT Infra sector and Non IT Infra is exposed to high attrition rate due to more opportunities available in market for the employee, retaining existing talent pool and attracting new talented manpower is a major risk to the Company. The Company has initiated various measures to enhance the retention of employees during the year which includes, employee engagement surveys, transparent Performance Management System, to maintain employee-friendly culture in the organization.

Risks and Concerns

The productive life of IT Infra and Non IT Infra resources and competencies is shrinking, thereby increasing the level of investment needed to meet the market requirements. The convergence of IT and Telecommunication industries, while provide huge growth opportunities to your Company, also exposes it to increased competition. In the IT industry, the ability to execute projects, build and maintain client partnerships and to achieve forecasted operating and financial results are significantly influenced by the organization's success in hiring, training and retaining highly skilled IT professionals. The market continues to be highly competitive for attracting and retaining IT professionals & this is compounded by the ever changing constraints around talent mobility primarily on account of regulatory requirements and also the evolving value propositions for a range of clients across geographies.

Both the number of incidents and the severity of cyber security threats are increasing globally and are becoming more widespread. This can put the company and the client data of risk, in the event that data confidentiality, integrity and availability is compromised, presenting a risk to the success and sustenance of the company.

The Company's objectives and expectations may be forward looking within the meaning of applicable laws and regulations. The competition from large international and Indian IT companies is increasing in the domestic market space. Actual results may differ materially from those expressed. Important factors that could influence the Company's operations include change in government regulations, tax laws, increased competition, economic and political developments.

Internal control systems and their adequacy

The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Company has a well-defined delegation of power with authority limits for approving revenue as well as expenditure and processing payments. The Company has the robust Management Information System, which is an integral part of the control mechanism Your Company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standards operating procedures. The Company has made the employees responsible for establishing expectations and seeking feedback at every role that is assigned. The employees have been enabled to influence their network of peers to co-own goals. This has helped enable cross functional collaboration and interlock. Employees can give and receive help on their goals by making them public and also express their likelihood of reaching their goals. The company has put in place adequate systems of internal control commensurate with its size and the nature of its business. These systems provide a reasonable assurance in respect of financial and operational information, compliance with both applicable statutes, & corporate policies and safeguarding of the assets of the company.

Ducon Infratechonologies Limited has an audit committee, the details of which have been provided in the corporate governance report.The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggest improvements to strengthen the same.

3. Dividend

With a view to plough back the profits of the Company and keeping in mind the expansion of business activities, the Board of Directors consider it prudent and recommend not declaring any dividend for the year ended March 31, 2017.

4. Transfer of Unclaimed Dividend to Investor Education And Protection Fund:

The Provisions of Sec.125 (2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. Transfer to reserves

The Company has transferred Rs. 69.32 Lakhs amount to reserves.

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

- There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Directors' report.

- There are no significant and material orders passed by the Regulators or courts or tribunals impacting the going concern status and company's operations in future.

- During the year the company announced the scheme of arrangement for the demerger under sections 391 to 394 of the companies act, 1956 between Ducon Technologies (India) Private Limited(Demerged Company) & Ducon Infratechnologies Limited (Formerly Known As Dynacons Technologies Limited) (Resulting Company) & their respective shareholders and creditors.

- The Company has received in-principal approval from BSE Ltd. and National Stock Exchange of India Ltd. dated January 01, 2017 and January 03, 2017 respectively. The NCLT passed orders for convening meeting for the shareholders of the Company on August 31, 2017 and the shareholders at the court convened meeting passed the resolution for the scheme of arrangement with majority of 99.60%.The Voting Results were uploaded on both the Stock Exchanges i.e. National stock Exchange Limited and BSE Limited and are available on the Company's Website.

  Details of the same are available on the website of the Company

- During the year under review, there were no cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

7. Details of Holding/Subsidiary/Joint Ventures/Associate Companies:

The Company does not have any Holding/Subsidiary/Joint Ventures/Associate Companies.

8. Explanation or comments on Qualifications, reservations or adverse remarks made by Auditors and the Practicing Company Secretary in their Reports:

The Auditors' Report to the members on the Accounts of the Company for the financial year ended 31st March, 2017 does not contain any qualifications, reservations or adverse remarks and Secretarial Audit Report provided by

9. Directors and Key Managerial Personnel

Ms. Ratna Jhaveri (holding Din 07732263), was appointed as a Non-Executive, Independent Director w.e.f. February 14, 2017. The Director has given the declaration to the Board that she met the criteria of independence as provided under Section 149(6) of the said Act and also confirmed that she will abide by the provisions as mentioned in Schedule IV of the Companies Act, 2013.

Pursuant to Section 149 of the Companies Act, 2013, the Board recommended the appointment of Ms. Ratna Jhaveri for a period of 5 Years as an Independent Director of the Company, not liable to retire by rotation from the date of its 8th Annual General Meeting subject to approval of the Members of the Company.

Mr. Abhinav Anand (holding Din 07732241), was appointed as an Additional Director designated as an Independent Director w.e.f. February 14, 2017. The Director has given the declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the said Act and also confirmed that he will abide by the provisions as mentioned in Schedule IV of the Companies Act, 2013.

The Board recommends the resolutions for your approval for the above appointments.

During the year, Mrs. Pinakee Parikh resigned from the post of Non-Executive, Independent Director of the Company w.e.f February 14, 2017.

During the year Key Managerial Personnel Structure was revised and new Key Managerial Personnel will be Mr. Arun Govil, Mr. Harish Shetty and Mr. Chandrasekhar Ganesan w.e.f. August 13, 2016.

10. Auditors

M/s. P. Parikh & Associates, Chartered Accountant resigned as a Statutory Auditor of the Company w.e.f. 2017. The board recommended M/s. Hitesh Shah & Associates, Chartered Accountants firm having firm registration no. as Statutory Auditor of the Company w.e.f. 2017 subject to approval of members in the ensuing AGM.

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. Hitesh Shah & Associates, Chartered Accountants firm was proposed to be appointed as Statutory Auditors of the Company from the conclusion of the ensuing 8th Annual General Meeting (AGM) of the Company till the conclusion of the 12th AGM to be held in the year 2022, subject to ratification of their appointment at every AGM in place of M/s. P. Parikh & Associates , Chartered Accountants. The Company has received the eligibility certificate from the Statutory Auditor.

Auditors Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

11. Scheme of Arrangement

During the year the company announced the scheme of arrangement for the demerger under sections 391 to 394 of the Companies act, 1956 between Ducon Technologies (India) Private Limited(Demerged Company) & Ducon Infratechnologies Limited (Formerly Known As Dynacons Technologies Limited) (Resulting Company) & their respective shareholders and creditors.

The Company has received in-principal approval from BSE Ltd. and National Stock Exchange of India Ltd. dated January 01, 2017 and January 03, 2017 respectively. The NCLT passed orders for convening meeting for the shareholders of the Company on August 31, 2017 and the shareholders at the court convened meeting passed the resolution for the scheme of arrangement with majority of 99.60%.The Voting Results were uploaded on both the Stock Exchanges i.e. National stock Exchange Limited and BSE Limited and are available on the Company's Website.

12. Corporate Governance

Your Company has always practiced sound corporate governance and takes necessary actions at appropriate times for meeting stakeholders' expectations while continuing to comply with the mandatory provisions of corporate governance.

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report on Management Discussion and Analysis, Corporate Governance as well as the Statutory Auditors' Certificate regarding compliance of conditions of Corporate Governance forms part of the Annual Report.

13. Code of Conduct For Directors And Senior Management

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. The copies of Code of Conduct as applicable to the Executive Directors (including Senior Management of the Company) and Non Executive Directors are uploaded on the website of the Company – www.dtlindia.com.

14. Familiarization Program for Independent Directors

The Company has practice of conducting familiarization program of the independent directors as detailed in clause 8 of the Corporate Governance Report which forms part of the Annual Report.

15. Particulars of the Employees

The information as required under Section 197 of the Act and rules made there-under is not applicable as none of the employees are in receipt of remuneration which exceeds the limits specified under the said rules.

16. Documents Placed on the Website

The following documents have been placed on the website in compliance with the Act

- Financial statements of the Company along with relevant documents.
- Details of Vigil mechanism for directors and employees to report genuine concerns as per proviso to Section 177(10).
- The terms and conditions of appointment of independent directors as per Schedule IV to the act.

- Latest Announcements
- Annual Reports
- Shareholding Pattern
- Code of Conduct
- Corporate Governance
- Nomination and Remuneration Policy

17. Human Resource Management (Material developments in Human resources/Industrial Relations front, including number of people employed)

Your Company's core strength is its people. To bring in more business focus and total ownership, your Company's business organizational structure has been redesigned. This is expected to allow better growth and reward opportunities for talent, while simultaneously delivering better value to shareholders. Your Company has HR policy that elaborates on each aspect of human resource management including recruitment, employee development & training, staff welfare, administration services & recreation events. The Company offers a growth environment along with monetary benefits in line with industry standards. The Company has a number of employee initiatives to attract, retain and develop talent in the organization.

Your Company encourages regular training and development program. Continuous training is imparted in advanced technologies, managerial and soft skills for the employees to enhance their skill-sets in alignment with their respective roles. The major thrust continues in the effort to bring about measurable change in training coverage and effectiveness, increasing the Leadership and Development opportunities for every staff member.

Company's people centric focus providing an open work environment fostering continuous improvement and development helped several employees realize their career aspirations during the year. Ducon has continually adopted structures that help attract best external talent and promote internal talent to higher roles and responsibilities.

Employee Retention is a key focus area. The Company has initiated various measures to enhance the retention of employees during the year which includes, employee engagement surveys, transparent Performance Management System, and connect to maintain employee-friendly culture in the organization.

18. Fixed Deposits

Your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as on the date of the Balance Sheet.

19. Directors Responsibility Statement

Pursuant to the provisions of clause (C) of sub-section (3) of Section 134 of the Companies Act, 2013 the Directors based on the information and representations received from the operating management confirm that:

i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with no material departures;
ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
iii) The Directors had taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
iv) The Directors had prepared the annual accounts on a going concern basis; and
v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. Share Capital

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 7,84,23,100 divided into 7,84,23,100 Equity shares of Re.1/- each which is same as share capital as at the previous year end.

21. Shares

a. Buyback of Securities: The Company has not brought back any of the securities during the year under review.
b. Sweat Equity: The Company has not issued any sweat equity shares during the year under review.
c. Employee Stock Option Plan: The Company had passed Resolution for providing Stock Options to the employees of the Company through postal ballot.

22. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee.

23. Number of Meetings of the Board

During the year Nine Board Meetings were held. The details of the Board and various Committee meetings are given in the Corporate Governance Report.

24. Declaration by an Independent Director(s)

A declaration has been received by an Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

25. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

Nomination remuneration and compensation committee policy (NRC Committee)

The NRC Committee of the Company shall be formed by the Board of Directors of the Company out of its Board members. The NRC Committee shall consist of minimum three non-executive directors out of which two shall be independent directors. The chairperson of the company may be appointed as a member of the NRC Committee but shall not chair the NRC Committee. The Chairman of the NRC Committee shall be an independent director. No member of the NRC Committee shall have a relationship that may interfere with his independence from management and the Company or with the exercise of his duties as a NRC committee member. The NRC Committee may invite such of the executives of the Company, as it considers appropriate (and particularly the Managing Director) to be present at the meetings of the NRC committee, but on occasions it may also meet without the presence of any executives of the company. The Company Secretary shall act as the secretary to the NRC Committee.

26. Composition of Audit Committee

The Audit Committee which comprises of three directors namely, Mr. Harish Shetty, Mr. Viren Shah and Ms. Ratna Jhaveri w.e.f. 14th February, 2017

During the year, Ms. Ratna Jhaveri was appointed as Non-Executive, Independent Director of the Company w.e.f. February 14, 2017 was inducted as a member of Audit Committee and Mrs. Pinakee Parikh resigned from the post of Non-Executive, Independent Director of the Company w.e.f. February 14, 2017 and simultaneously from Audit Committee.

27. Risk Management

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process in our multi-business, multi-site operations, over the period of time will become embedded into the

Company's business systems and processes, such that our responses to risks remain current and dynamic.
The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board Report.

28. Vigil Mechanism

Your Company has established a mechanism called 'Vigil Mechanism' for directors and employees to report the unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.dtlindia.com.

29. Corporate Social Responsibility

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

30. Particulars of Employee

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

31. Particulars of Remuneration

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is given under Annexure IV.

32. Internal Audit & Controls

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

33. Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 as a part of this Annual Report as Annexure-I.

34. Secretarial Audit Report

Pursuant to Section 204 of the Companies Act, 2013, the Company had appointed, Ms. Shruti Shah, Practicing Company Secretary as its Secretarial Auditor to conduct the Secretarial Audit of the Company for the F.Y 2016-17. The Company provides all the assistance and facilities to the Secretarial Auditor for conducting their audit. Report of Secretarial Auditors for the F.Y 2016-17 in Form MR-3 is annexed to this report as Annexure-II.

35. Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

36. Particulars of contracts or arrangements with related parties

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto have been disclosed in Form No. AOC-2 as Annexure-III.

37. Obligation of company under the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013

In order to prevent sexual harassment of women at work place, a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified. Your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

38. Conservation of Energy, Technology Absorption, Research & Development and Foreign Exchange Earnings and Outgo

Information pursuant to Section 134(3)(m) of the Companies Act 2013 read with Rule 8(3) the Companies (Accounts) Rules, 2014 forming part of Directors' Report for the year ended 31st March, 2017 is as under:

Conservation of Energy: The Company's operations involve low energy consumption. However efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.

Technology Absorption: The Technology available and utilized is continuously being upgraded to improve overall performance and productivity.

Research & Development: Your Company believes that research & development is a continuous process for sustained corporate excellence. Our research & development activities help us in product and service improvement, effective time management and are focused to provide unique benefits to our customers. Such methods do not involve any specific cost burden to the Company.

Foreign Exchange Earnings : Rs. Nil (previous year Nil)
Foreign Exchange Outgo : Rs. Nil (previous year 0.03)

39. Acknowledgements

Your Directors thank the Company's Investors, Clients, Vendors, Bankers, Business and various governmental as well as regulatory agencies for their continued support and confidence in the management.

Your Directors wish to place on record their deep sense of appreciation of the dedicated and sincere services rendered by employees at all levels during the year. Your Company's consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of the Board of Directors

Chandrashekhar Ganesan	**Harish Shetty**
Director	Director
Din no.: 07144708	**Din no.: 07144684**

Date: September 01, 2017
Place: Thane

Annexure I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L72900MH2009PLC191412
2.	Registration Date	02/04/2009
3.	Name of the Company	DUCON INFRATECHNOLOGIES LIMITED (FORMERLY KNOWN AS DYNACONS TECHNOLOGIES LIMITED)
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON-GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	DUCON HOUSE, PLOT NO. A/4, ROAD NO. 1, MIDC, WAGLE INDUSTRIAL ESTATE, THANE 400604.
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED, E-2,ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD,SAKI NAKA, ANDHERI (EAST), MUMBAI-400072 **Email Id:** rajeshm@bigshareonline.com **Tel No.:** 022 40430365
8.	E-mail Id	investor@dtlindia.com
9.	Telephone number	022-41122115

I. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	**Name and Description of main products / services**	**NIC Code of the Product/service**	**% to total turnover of the company**
1	Computer Systems & Information Technology Products.	6202	50%
2	Installation of industrial machinery and equipment	3320	50%

III. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]]**

SN	Name and Description of main products / services	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1	----------	NA	----------

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total A (1)	0	0	0	0	0	0	0	0	0
(2) Foreign									
a) Individuals (Non-Resident Individuals/Foreign Individuals)	47189352	1200	47190552	60.17	47190552	0	47190552	60.17	0
b) Bodies Corporate	0	0	0	0	0	0	0	0	0
c) Institutions	0	0	0	0	0	0	0	0	0
d) Any Other (Specify)	0	0	0	0	0	0	0	0	0
Sub Total A2	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter Group A(1+2)	47189352	1200	47190552	60.17	47190552	0	47190552	60.17	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1909479	0	1909479	2.43	2381832	0	2381832	3.04	0.61
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	22648175	315620	22963795	29.28	23709499	309440	24018939	30.63	1.35
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3688992	0	3688992	4.70	2345267	0	2345267	2.99	(1.71)
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	2466166	0	2466166	3.14	1929567	0	1929567	2.46	(0.68)
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	203616	0	203616	0.26	536943	0	536943	0.68	0.43
Trusts	500	0	500	0	500	0	500	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	30916928	315620	31232548	39.83	30923108	309440	31232548	39.83	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	30916928	315620	31232548	39.83	30923108	309440	31232548	39.83	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	78106280	316820	7842310	100.00	78113460	309440	78423100	100.00	(0.00)

Note : Percentage in bracket represents negative percentage.

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2016			Shareholding at the end of the year 31.03.2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	ARUN GOVIL	47190552	60.17	0	47190552	60.17	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Name of Promoter	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1	ARUN GOVIL	At the beginning of the year	47190552	60.1728	47190552	60.1728
		Increase	0	0	0	0
		At the end of the year	47190552	60.1728	47190552	60.1728

D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of the shareholder	Shareholding at the beginning of the year as on 1.4.2016		Change in share-Holding during the year		Shareholding at the end of the year as on 31.3.2017	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	RAJESHKUMAR JAIN P.	937281	1.20	(173555)	0.23	763726	0.97
2	PRIYA PRAKASH	510351	0.65	(301539)	0.38	208812	0.27
3	PUSHPA RAJAN	508450	0.65	(258450)	0.33	250000	0.32
4	VISHAL GIRISHCHANDRA CHAPPER	315373	0.40	(11500)	0.01	303873	0.39
5	IL AND FS SECURITIES SERVICES LIMITED	1500	0	291934	0.37	293434	0.37
6	EDWIN MICHAEL CRASTO	291478	0.37	(128900)	0.16	162578	0.21
7	ADROIT FINANCIAL SERVICES PVT LTD	22506	0.03	261029	0.33	283535	0.36
8	RAJSHREE KISHORE KAJARIA	278006	0.35	-	-	278006	0.35
9	AJITH P MATHEW	271183	0.35	-	-	271183	0.35
10	DARSHAN SUBHASH KARANDIKAR	201800	0.26	42094	0.05	243894	0.31
11	GURDEV SINGH PALLAH	232854	0.30	44667	0.05	277521	0.35
12	MASTERMIND FINANCIAL SERVICES PVT. LTD.	200000	0.26	(160195)	0.21	39805	0.05
13	SONAL DINESH MAHESHWARI	200000	0.26	(30000)	0.04	170000	0.22

The above details are given as on 31st March, 2017. The Company is listed and 99.61% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders are due to market operations. Further, Company has not allotted / transferred or issued any bonus or sweat equity shares during the year.

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the shareholder	Shareholding at the beginning of the year as on 1.4.2016		Change in share-Holding during the year		Shareholding at the end of the year as on 31.3.2017	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Mr. Arun Govil (Chairman)	47190552	60.1728	0	0	47190552	60.1728
2.	Mr. Harish Shetty (Director)	0	0	0	0	0	0
3.	Mr. Chandrasekhar Ganesan (Director)	0	0	0	0	0	0
4.	Mrs. Pinakee Parikh* Director	0	0	0	0	0	0
5.	Mr. Viren Shah (Director)	0	0	0	0	0	0
6.	Mr. Jitesh jain (Director)	0	0	0	0	0	0
7.	Ms. Archana Phadke (Director)	600	0	0	0	600	0
8.	Ms. Pooja M. Dere (Key Managerial person)	0	0	0	0	0	0
9.	Mr. Darshit Parikh Company Secretary	0	0	0	0	0	0

10.	Mr Abhinav Anand* (Director)	0	0	0	0	0	0
11	Ms. Ratna Jhaveri* Director	0	0	0	0	0	0

Note-* Mr. Abhinav Anand and Ms. Ratna Jhaveri were appointed as Non-executive Independent Director and Mrs. Pinakee Parikh resigned as Non-executive Independent Director with effect from 14th February, 2017 of the Company.

F) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,98,62,797	-	-	6,98,62,797
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,98,62,797	-	-	6,98,62,797
Change in Indebtedness during the financial year				
*** Addition**	17,00,52,983	-	-	17,00,52,983
*** Reduction**	17,24,55,749	-	-	17,24,55,749
Net Change	(24,02,766)	-	-	(24,02,766)
Indebtedness at the end of the financial year				
i) Principal Amount	6,74,60,032	-	-	6,74,60,032
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,74,60,032	-	-	6,74,60,032

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	**Particulars of Remuneration**	**Total Amount**
		Mr. Arun Govil
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit - others, specify…	
5	Others, please specify	-
	Total (A)	2,40,000
	Ceiling as per the Act	-

B. Remuneration to other directors- . Sitting Fees

The details of sitting fees/remuneration paid to the Directors during the year 2016-2017 are as under:

Sr. No.	Name of the Director	Sitting Fees for attending Meeting (Rs.)	Salary & Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)
1	Mr. Viren Shah	0	0	0	0
2	#Mrs. Pinakee Parikh	30000	0	0	30000
3	*Mr. Abhinav Anand	7500	0	0	7500
4	*Ms.Ratna Jhaveri	7500	0	0	7500

***** During the year, Ms. Ratna Jhaveri and Mr. Abhinav Anand were appointed as Non-Executive, Independent Director of the Company w.e.f. February 14, 2017.

#Mrs. Pinakee Parikh resigned from the post of Non-Executive, Independent Director of the Company w.e.f. February 14, 2017.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD – NIL

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Annexure II to the Directors' Reports

Form No. MR-3
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2017

To,
The Board of Directors,
DUCON INFRATECHNOLOGIES LIMITED
(FORMERLY KNOWN AS DYNACONS TECHNOLOGIES LIMITED)
CIN: L72900MH2009PLC191412
DUCON HOUSE, PLOT NO. A/4,
ROAD NO. 1, MIDC, WAGLE
INDUSTRIAL ESTATE, THANE-400604.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ducon Infratechnologies Limited (formerly known as Dynacons Technologies Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information and representation pertaining to compliance provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and based on the management representation, that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
(d) The 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 shares ESOP measure during the financial year under review;
(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable.
(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the Company as the Company is not registered as Registrar to Issue and Share Transfer Agents during the financial year under review.
(g) 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;
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not brought back/ propose to buyback any of its securities during the financial year under review;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

(vi) As informed by the Company, no industry specific Acts, Rules are applicable to the Company.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to me, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, mentioned above.

The Company has received in-principal approval from BSE Ltd. and National Stock Exchange of India Ltd. dated January 01, 2017 and January 03, 2017 respectively for the Scheme of Arrangement. The NCLT passed orders for convening meeting for the shareholders of the Company on August 31, 2017 and the shareholders at the court convened meeting passed the resolution for the scheme of arrangement with majority of 99.60%.The Voting Results were uploaded on both the Stock Exchanges i.e. National stock Exchange Limited and BSE Limited and are available on the Company's Website.

I further report that:-
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I further report that as represented by the Company and relied upon by me, there are reasonably adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed, the Company has reasonably responded to notices for demands, claims, penalties etc. levied by various statutory, regulatory authorities and initiated actions for corrective measures, wherever necessary.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Gaurang Shah
Practising Company Secretary
ACS No: 32581
C P No.: 11953

Date: September 01, 2017
Place: Mumbai

Annexure A

To
The Board of Directors,
Ducon Infratechnologies Limited
(formerly known as Dynacons Technologies Limited)
CIN: L72900MH2009PLC191412
Ducon House, Plot No. A/4,
Road No. 1, MIDC, Wagle
Industrial Estate, Thane-400604

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Whenever required, we have obtained Management Representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on the test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Gaurang Shah
Practising Company Secretary
ACS No: 32581
C P No.: 11953

Date: September 01, 2017
Place: Mumbai

Annexure III to the Directors' Reports

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

   There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2017, which were not at arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

   There were no contracts or arrangements or transactions entered in to during the year ended March 31, 2017, which were at arm's length basis.

For **Ducon Infratechnologies Ltd.**

Chandrashekhar	**Harish Shetty**
Director	Director
Din no.: 07144708	**Din no.: 07144684**

Date: September 01, 2017
Place: Thane

ANNEXURE IV to the Directors' Reports

PARTICULARS OF REMUNERATION

(1) The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is follows:-

(a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Executive Directors	Ratio to Median Remuneration
Arun Govil	72.54

(b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;

Name of Person	% Increase in remuneration
Arun Govil	Nil

(c) The percentage increase in the median remuneration of employees in the financial year: Nil

(d) The number of permanent employees on the rolls of company: 6

(e) The explanation on the relationship between average increase in remuneration and company performance;

On an average, employees received an increase of 5%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects company performance, the performance pay is linked to organization performance.

(f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	**Rs. In lac**
Remuneration of Key Managerial Personnel (KMP) during financial year 2016-17 (aggregated)	2,40,000
Revenue from operations	40,72,39,348
Remuneration (as % of revenue)	0.06%
Profit before tax (PBT)	1,10,93,547
Remuneration (as % of PBT)	2.16%

(g) variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;

Particulars	Unit	As at 31st March, 2017	As at 31st March, 2016	variation %
Closing rate of share at BSE	₹	40.25	16.23	147.99
Closing rate of share at NSE	₹	39.95	16.25	145.85
EPS(consolidated)	₹	0.09	0.05	80.00
Market capitalization	₹/Lakhs			
BSE		3,15,65,29,775	1,27,28,06,913	147.99
NSE		3,13,30,02,845	1,27,43,75,375	145.85
Price Earnings Ratio	Ratio			
BSE		447.22	324.60	37.78
NSE		443.89	325.00	36.58

(h) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average increase in salaries of employees other than managerial personnel in 2016-17 was 5. Percentage increase in the managerial remuneration for the year was NIL

(i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

Particulars	Managing Director
Remuneration	2,40,000
Revenue from operations	40,72,39,348
Remuneration (as % of revenue)	0.06%
Profit before tax (PBT)	1,10,93,547
Remuneration (as % of PBT)	2.16%

(j) The key parameters for any variable component of remuneration availed by the directors;

No Variable Component in the Remuneration availed by Directors

(k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

Particulars	**Ratio**
Ramkrishna Lande	3.29
Nijaguna Shivayogi	2.45
Gopal Chatterjee	1.76

(l) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

(2) The statement to the board's report shall include a statement showing the name of every employee of the Company-. who-

(i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees;- **Not Applicable to the Company**

(ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month;- **Not Applicable to the Company**

(iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.- **Not Applicable to the Company.**

For **Ducon Infratechnologies Ltd.**

Chandrashekhar Ganesan	**Harish Shetty**
Director	Director
Din no.: 07144708	**Din no.: 07144684**

Date: September 01, 2017
Place: Thane

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2017.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on corporate governance is to conduct its business in a manner, which is ethical and transparent with all stakeholders in the Company, including shareholders, venders, creditors and employees. The Company emphasizes the need for full transparency and accountability in all its transactions, in order to protect the interests of its stakeholders.

Ducon (formerly known as Dynacons) firmly believes that all its operations and actions must serve the underlying goal of long term value creation for its shareholders and its investors.

The Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance and has consistently endeavored to practice good Corporate Governance.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges. The Company is in compliances of the remaining part of regulation 17 to 27 read with Schedule V and clauses (b) to (k) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance. The policies and the code are reviewed periodically to ensure their continuing relevance, effectiveness and responsiveness to the needs of our stakeholders.

2. BOARD OF DIRECTORS

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

Composition and category

The present strength of Board of Directors is Six. The Board of Directors of your Company presently comprise of an Executive Chairman, Two Executive Directors, Three Non-Executive Directors and Three Independent Directors. The Independent Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations and decisions of the Board.

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

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2017 have been made by the Directors. None of the Directors are related to each other.

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

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

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

The Company has an Executive Chairman and the numbers of Independent Directors are half of the total number of Directors. The Company, therefore, can meet with the requirements of Regulation 17 (1) (a) & (b) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 with the stock exchanges.

As required under Section 149(3) of the Companies Act, 2013, Ms. Ratna Jhaveri, a lady Director, has been appointed as an Independent Director on the Board.

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

Note: *Memberships/Chairmanships in Audit Committee and Shareholders'/Investors' Grievance Committee of Indian public limited companies have been considered.

Name of Director	Category of Directorship	Attendance at last AGM	No. of Board Meetings Attended	No. of other Directorship	No. of membership/ chairmanship of other Committee#
Mr. Arun Govil	Chairman and Executive Director	Yes	5	5	0
Mr. Viren C. Shah	Non-Executive & Independent Director	No	7	2	3
Mr. Harish Shetty	Executive Director	Yes	9	1	1
Mr. Chandasekhar Ganesan	Executive Director	Yes	9	1	1
#Mrs. Pinakee Parikh	Non-Executive & Independent Director	Yes	7	-	3
*Mr. Abhinav Anand	Non-Executive & Independent Director	No	1	-	1
*Ms. Ratna Jhaveri	Non-Executive & Independent Director	No	1	-	1

***** During the year, Ms. Ratna Jhaveri and Mr. Abhinav Anand were appointed as Non-Executive, Independent Director of the Company w.e.f. February 14, 2017.

#Mrs. Pinakee Parikh resigned from the post of Non-Executive, Independent Director of the Company w.e.f. February 14, 2017.

The Number of Directorships and the positions held on Board, Committees by the Directors are in conformity with the limits on the number of Directorships and Board committee positions as laid down in the Act and the Listing Agreement and Securities and Exchange Board of India and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. During the year 2016-2017, information as mentioned in schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

Nine Board Meetings were held during the year 2016-2017. The Board Meetings are held at the Registered Office of the Company.

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

April 04, 2016, May 30, 2016, August 13, 2016,September 01, 2016, October 04, 2016, November 07, 2016, November 14, 2016, January 20, 2017 and February 14, 2017.

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

3. AUDIT COMMITTEE

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

The Company complies with the provisions of Section 177 of the Companies Act, 2013, as well as with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Audit Committee and its functioning.

The members of the Audit Committee and their attendance at committee meetings are as under:

Name of the Director	Category	No. of Meetings attended
# Mrs. Pinakee Parikh	Non-Executive & Independent Director	7
Mr. Viren Shah	Non-Executive & Independent Director	7
* Ms. Ratna Jhaveri	Non-Executive & Independent Director	9
Mr. Harish Shetty	Executive Director	9

*****During the year, Ms. Ratna Jhaveri was appointed as Non-Executive, Independent Director of the Company w.e.f. February 14, 2017 and was inducted as a member of Audit Committee.

#Mrs. Pinakee Parikh resigned from the post of Non-Executive, Independent Director of the Company w.e.f. February 14, 2017 and simultaneously from Audit Committee.

The Committee is presently chaired by Ms. Ratna Jhaveri Post Graduate in finance and having experience in Accounts, Audit and Taxation. All the members of the Committee except Harish Shetty are Independent Directors having knowledge of Finance, Accounts and Company Law.

The Audit Committee met **Nine** times during the financial year 2016-2017 on the following date:

April 04, 2016, May 30, 2016, August 13, 2016, September 01, 2016, October 04, 2016, November 07, 2016, November 14, 2016, January 20, 2017 and February 14, 2017.

The terms of reference of the Audit Committee includes:-

- Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the quarterly / annual financial statements before submission to the Board focusing primarily on the following:
  - Any change in accounting policies and practices.
  - Compliance with accounting standards.
  - Major accounting entries based on exercise of judgement by management.
  - Matters required to be included in the Director's Responsibility Statement.
  - Significant adjustment arising out of audit.
  - Qualification in draft audit report.
- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity of a failure of internal control systems of a material nature and reporting the matter to the Board.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Scrutiny of inter-corporate loans and investments.
- Discussion with statutory auditors before the audit commences nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
- Any related party transaction, i.e., transaction of the management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of Company at large.
- Reviewing with the management, statutory and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems. Reviewing the Company's financial and risk management policies.

4. NOMINATION AND REMUNERATION COMMITTEE

Brief description of terms of reference

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

- To review the performance of the Chairman and Managing Director and the Directors after considering the Company's performance and to review overall compensation policy, service agreements, performance incentive and other employment conditions of Executive Director(s).
- To approve the annual Remuneration of the Directors and Employees of the Company.

The Nomination and Remuneration committee consists of Non-Executive Directors with the Chairman being an Independent Director. The members of Committee were Mr. Abhinav Anand , Mr. Viren Shah and Ms. Ratna Jhaveri.

Note: Ms. Ratna Jhaveri and Mr. Abhinav Anand were appointed as Non-Executive, Independent Director of the Company w.e.f. February 14, 2017 and were inducted as a member of nomination and remuneration committee.

Mrs. Pinakee Parikh resigned from the post of Non-Executive, Independent Director of the Company w.e.f. February 14, 2017 and simultaneously from Nomination and Remuneration Committee.

The Committee is chaired by Mr. Viren Shah. The Nomination and Remuneration committee met once during the year. Company Secretary of the Company acted as the Secretary to the Committee.

Remuneration Policy

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

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

The members of the Nomination and Remuneration Committee and their attendance at committee meetings are as under:

Name of the Director	Category	No. of Meetings attended
Mr. Viren Shah	Non-Executive & Independent Director	2
#Mrs. Pinakee Parikh	Non-Executive & Independent Director	2
*Ms. Ratna Jhaveri	Non-Executive & Independent Director	-
*Mr. Abhinav Anand	Non-Executive & Independent Director	-

Note: *During the year, Ms. Ratna Jhaveri and Mr. Abhinav Anand were appointed as Non-Executive, Independent Directors of the Company w.e.f. February 14, 2017 and were inducted as the members of nomination and remuneration committee

#Mrs. Pinakee Parikh resigned from the post of directorship w.e.f. February 14, 2017 and simultaneously from nomination and remuneration committee.

Details of Remuneration to the Chairman cum Managing Director for the year ended March 31, 2017: Not Applicable.

Name of Director	Position	Salary
NA	NA	NA

The Company has not issued any Stock options to the Directors. Independent Directors of the Company have disclosed that they do not hold any Equity Shares of the Company. There has been no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company during the year under review.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Act.

Functions

The Shareholders Relationship Committee is chaired by Mr. Viren Shah. Mr. Darshit Parikh, Company Secretary of the Company is the Compliance Officer of the Company. The composition of the committee re-constituted and details of the meetings attended by the Directors are given below:

Name of the Director	Category	No. of Meetings attended
Mr. Chandrasekhar Ganesan	Executive Director	4
Mr. Viren Shah	Non-Executive & Independent Director	3
#Mrs. Pinakee Parikh	Non-Executive & Independent Director	1
*Mr. Abhinav Anand	Non-Executive & Independent Director	1

#During the year, Mrs. Pinakee Parikh resigned as a Non-Executive & Independent Director of the Company w.e.f. February 14, 2017.

*During the year, Mr. Abhinav Anand was appointed as a Non-Executive Director, Independent Director of the Company w.e.f February 14, 2017 and was inducted as a member of the stakeholders' relationship committee.

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

During the year under review, 46 queries/complaint was received from shareholders/investors which were replied/resolved to the satisfaction of the investors. Of the above, the complaints/queries outstanding as on March 31, 2017 were Nil. The numbers of pending share transfers as on March 31, 2017 were Nil.

6. RISK MANAGEMENT COMMITTEE

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

The Risk Management committee consists of Non Executive Directors with the Chairman being an Independent Director. The members of Committee were Mr. Abhinav Anand, Mr. Viren Shah, and Ms. Ratna Jhaveri. The committee is chaired by Mr. Viren Shah. The Risk Management committee met once during the year.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

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

7. INDEPENDENT DIRECTORS' MEETING

During the year under review, as required under Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations,2015 , the Independent Directors met on March 02, 2017, inter alia, to discuss:

- Evaluation of performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors

- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

8. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

The Independent directors of Ducon Infratechnologies Limited (formerly known as Dynacons Technologies Limited) are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

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

The new Board members are also requested to access the necessary documents / brochures, Annual Reports and internal policies available at our website www.dtlindia.com to enable them to familiarize with the Company's procedures and practices.

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

9. POLICY FOR REMUNERATION OF NON – EXECUTIVE DIRECTORS

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

- All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration if the following conditions are satisfied:

  i) The Services are rendered by such Director in his capacity as the professional; and
  ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

10. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees, after taking into consideration various things like inputs received from the Directors, functions of Board's such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Criteria for Performance Evaluation of Independent Directors includes:
1. Attendance and Participation.
2. Maintaining confidentiality.
3. Acting in good faith and in the interest of the company as a whole.

4. Exercising duties with due diligence and reasonable care.
5. Complying with legislations and regulations in letter and spirit.
6. Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion.
7. Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

11. REPORT ON CORPORATE GOVERNANCE

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

12. GENERAL BODY MEETINGS

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

7th AGM : September 30, 2016 at 11.30 A.M. at Coral Hall (in basement) Hotel Satkar Grande Wifi Park, Opposite Aplab Company, Wagle Estate, Thane (w) 400604
Number of Special Resolutions passed: 2

1. Appointment of Mr. Arun Govil (Din no.: 01914619) as a Managing Director of the Company.
2. Authority to Borrow funds.

6th AGM : September 30, 2015 at 4.30 P.M. at Karl Residency, 36, Lallubhai Park Road, Andheri (W), Mumbai - 400058.

Number of Special Resolutions passed: 1

1. Adoption of new set of Articles of Association of the Company.

Postal ballot: The Postal Ballot notice was issued on 19.03.2016 and the details are as follows:

Number of Special Resolution passed: 3

1. Alteration in object clause of the Company

2. Approval for change of the name of the Company from Dynacons Technologies Limited to Ducon Infratechnologies Limited and consequent alteration to Memorandum of Association and Articles of Association of the Company.

3. Shifting of registered Office of the Company outside the local limits.

5th AGM : September 30, 2014 at 3.30 P.M. at Karl Residency, 36, Lallubhai Park Road, Andheri (W), Mumbai -400058.

Number of Special Resolutions passed: Nil

13. CODE OF CONDUCT

The Board of Directors has laid down Code of conduct for all Board Members and Senior Management of the Company. The copies of Code of Conduct as applicable to the Executive Directors (including Senior Management of the Company) and Non Executive Directors are uploaded on the website of the Company – www.dtlindia.com

14. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

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

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

15. DISCLOSURES

a) Materially significant related party transactions i.e. transactions of the company of material nature with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large : **None**

b) Disclosure of Accounting Treatment:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historic cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

c) Board Disclosures - Risk Management

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and Board of Directors review these procedures periodically.

d) Proceeds from public issues, right issues, preferential issues etc.

Not Applicable.

e) Management Discussion and Analysis Report

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

f) Details of non-compliance by the Company, penalties, restrictions imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years: **NIL**

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

h) The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors reviewed these procedures periodically as per guidelines of SEBI / Stock Exchange.

i) The Company has established a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

j) Shareholders

(i) The Company has sent Annual Report through email to those Shareholders who have registered their email ids with Depositary Participant.

(ii) Ms. Ratna Jhaveri and Mr. Abhinav Anand were appointed as an Additional Directors and being eligible, they have given the consent to continue as Directors of the Company. They are being regularized in the ensuing Annual General Meeting of the Company. As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the AGM to be held on 29th September, 2017. Their brief profile is published in the Annual Report.

16. POLICY FOR PROHIBITION OF INSIDER TRADING

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code for Prohibition of Insider Trading for Directors/Designated persons of the Company, relating to dealings by them in the securities of the Company. The Code also provides for periodical disclosures from Directors/ Designated persons as well as pre-clearance of transactions by such persons.

17. CEO Certification

The Chairman of the Company give quarterly/annual certification on financial reporting and internal controls to the Board in terms of SEBI Listing Regulations, 2015.

18. Compliance on Corporate Governance

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

19. MEANS OF COMMUNICATION:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. These are widely published in Leading newspapers and local language newspapers. After adoptions by the Board of Directors in their Board Meeting the financial results, official news releases are posted on the company's website: www.dtlindia.com.The Management Discussion and Analysis Report is a part of the Annual Report for the year.

20. GENERAL SHAREHOLDER INFORMATION

20.1 Annual General Meeting :-

- Date and Time	September 29, 2017 at 10.30 A.M.
- Venue	Coral Hall Hotel Satkar Grande Wifi Park, Opposite Aplab Company, Wagle Estate, Thane (w) 400604 Land Line No : +9122 25819999

20.2 Financial Calendar: - (Tentative) **April'16 – March'17**

Financial Reporting for quarter ending: -

- June 30	Second week of August
- September 30	Second week of November
- December 31	Second week of February
- March 31	Second week of May
- Annual Results	End of May

20.3 Book Closure Date 23rd September, 2017 to 29th September, 2017. (Both days inclusive)

20.4 Dividend Payment Date N.A.

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

Name	Code Nos.
The Bombay Stock Exchange Ltd., Mumbai	534674
The National Stock Exchange of India Ltd.	DUCON

(b) Listing of Global Depository Receipts N.A.
(c) Demat ISIN numbers in NSDL & CDSL INE741L01018
(d) Annual listing fees for the year 2017-2018 have been duly paid to all the above Stock Exchanges.

20.6 Stock Market Data

Month	Bombay Stock Exchange (BSE) (in Rs.)		National Stock Exchange (NSE) (in Rs.)	
	Month's high price	Month's low price Price	Month's high price	Month's low
April-2016	18.90	13.35	17.80	15.10
May-2016	17.49	14.15	17.30	13.50
June-2016	16.00	13.30	16.20	12.80
July-2016	15.70	13.20	18.00	13.20
Aug-2016	14.92	12.75	14.90	12.85
Sep-2016	33.34	13.08	33.15	13.05
Oct-2016	75.90	34.70	75.75	34.80
Nov-2016	92.10	45.25	91.95	45.15
Dec-2016	70.45	50.60	70.10	50.35
Jan-2017	82.45	54.00	82.45	55.20
Feb-2017	74.95	58.00	74.80	57.80
Mar-2017	61.80	34.30	61.80	34.30

20.7 Registrar and transfer Agents:

Bigshare Services Pvt. Ltd.
SEBI Regn. No. INR 00001385
1st Floor, Bharat Tin Works Bldg,
Opp. Vasant Oasis,Makwana Road
Marol, Andheri East
Mumbai 400059
Tel : 022-62638200/206
Fax: 022- 62638299

20.8 Share Transfer System:

The Company's shares shall be traded on the Stock Exchanges compulsorily in Demat mode. Shares in physical mode which are lodged for transfer at Share Transfer Agent are processed and subject to exercise of option under compulsory transfer-cum-demat procedures. Share Certificates are either dematted or returned within the time prescribed by the authorities.

20.9 Distribution of Shareholding as on March 31, 2017

No. of Equity Shares	No. of Folios	% of Total	Total Holding in Rupees	% of Total
1-5000	17071	94.46	12668725	16.16
5001-10000	570	3.15	4117736	5.25
10001-20000	236	1.31	3443800	4.39
20001-30000	83	0.46	2112075	2.69
30001-40000	38	0.21	1341497	1.71
40001-50000	13	0.07	564028	0.72
50001-100000	43	0.24	2939767	3.75
100001 -9999999999	18	0.10	51235472	65.33
Total	**18072**	**100**	**78423100**	**100**

20.10 Shareholding of Directors

Sr. No.	Name of Directors	No. of Shares	Percentage (%)
1.	Mr. Arun Govil	47190552	60.1743
2.	Mr. Viren Shah	Nil	Nil
3.	Mr. Harish Shetty	Nil	Nil
4.	Mr. Chandrasekhar Ganesan	Nil	Nil
5.	Mrs. Pinakee Parikh	Nil	Nil
6.	Mr. Shirish Anjaria	Nil	Nil
7.	Mr. Dharmesh Anjaria	Nil	Nil
8.	Mr. Parag Dalal	Nil	Nil
9.	Mr. Dilip Palicha	Nil	Nil
10.	Mrs. Archana Phadke	600	0.00

20.11 Dematerialization of Shares as on March 31, 2017

Total No. of shares	Shares in physical form	Percentage %	Share in demat form	Percentage %
7,84,23,100	3,09,440	0.39	7,81,13,660	99.61

20.12 Shareholding Pattern as on March 31, 2016

Category	No of Shares held	Percentage of Shareholding
Clearing member	539643	0.69%
Corporate Bodies	2381832	3.04%
Corporate Bodies NBFC	19300	0.02%
Foreign Promoters	47190552	60.17%
NRIs	1929567	2.46%
Partnership Firm	200	0.00%
Public	26364206	33.62%
Trusts	500	0.00%
Total	**78423100**	**100.00%**

20.13 Capital of the Company : The authorized and paid-up capital of your Company is Rs. 80,000,000 and Rs. 78,423,100 respectively.

20.14 Outstanding GDRs /ADRs : **N .A**

20.15 Compliance Officer : **Mr. Darshit Parikh**

20.16 Address for Investor Correspondence : **Bigshare Services Pvt. Ltd.**
SEBI Regn. No. INR 00001385
1st Floor, Bharat Tin Works Bldg,
Opp. Vasant Oasis,Makwana Road
Marol, Andheri East
Mumbai 400059
Tel : 022-62638200/206
Fax: 022- 62638299

Ducon Infratechnologies Ltd.
(formerly known as Dynacons Technologies Ltd.)
CIN: L72900MH2009PLC191412
Ducon House, Plot No. A/4,
Road No. 1, MIDC,
Wagle Industrial Estate,
Thane-400604
Email: investor@dtlindia.com
Cont No. 022- 41122114

20.17 Corporate Ethics:

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

The Board of Directors
Ducon Infratechnologies Ltd.
(Formerly known as Dynacons Technologies Ltd.)
Thane

We, the hereby to the best of our knowledge and belief certify that:

a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

   i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violates the Company's code of conduct.

c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

d) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

e) We have disclosed, based on our evaluation wherever applicable to the Auditors and the Audit Committee that;

   i) There has not been any significant change in internal control over financial reporting;
   ii) All the significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statement; and
   iii) There were no instances of significant fraud of which we are become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Ducon Infratechnologies Ltd.**

Arun Govil
Chairman
DIN: 01914619

Place: Thane
Dated: May 30,2017

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors
Ducon Infratechnologies Ltd.
(Formerly known as Dynacons Technologies Ltd.)
Thane.

We have examined the compliance of the conditions of Corporate Governance by Ducon Infratechnologies Limited for the year ended 31st March, 2017 as per Regulations 17-27, clauses (b) to (i) of Regulations 46(2) and paragraphs C, D and E of Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

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

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

3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2017.

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

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

Hitesh Shah
Partner
Membership No: 040999

Place: Mumbai
Dated: May 30, 2017

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

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

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended March 31, 2017.

For **Ducon Infratechnologies Ltd.**

Arun Govil
Chairman
DIN: **01914619**

Date: May 30, 2017
Place: Thane

INDEPENDENT AUDITOR'S REPORT

To the Members of Ducon Infratechnologies Limited

Report on the Financial Statements
We have audited the accompanying financial statements of **Ducon Infratechnologies Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, its profits and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in **"Annexure A"** a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B";** and

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial statements. Refer to Note 25.1 to the financial statements.

ii. The Company does not have any long-term contracts including derivatives contracts for which there are any material foreseeable losses.

iii. There was no amount required to be transferred to Investor Education and Protection Fund by the company.

iv. The Company has provided requisite disclosure in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 25.9 to the financial statements.

For Hitesh Shah & Associates
Chartered Accountants
Firm's Registration No.: 107416W

Hitesh Shah, Partner
Membership No.: 040999

Place : Mumbai
Date : May 30, 2017

"Annexure A" forming part of Independent Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended March 31, 2017, we report that:

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets.

(c) The Company does not own any immovable properties; hence the clause 1© of paragraph 3 of the Order is not applicable to the Company.

ii) The inventories have been physically verified during the year by the Management at reasonable intervals and the discrepancies noticed on physical verification of the inventory as compared to records has been properly dealt in the books of accounts and were not material.

iii) The Company has not granted any loan secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained u/s 189 of the Act. Accordingly, the provisions of Clause (iii) (a) to (c) of paragraph 3 of the Order are not applicable to the Company.

iv) The Company has not granted any loans or made investments or given loans or guarantees or security to the parties covered under Section 185 & 186 of the Companies Act, 2013.

v) The company has not accepted any deposits from the public. Therefore, the provision of Clause (v) of paragraph 3 of the Order is not applicable to the Company.

vi) The Central Government has not prescribed the maintenance of cost records under sub- section (1) of section 148 of the Act for any of the activities of the Company.

vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has been generally regular in depositing undisputed statutory dues including income tax, sales tax, service tax, cess and other statutory dues with the appropriate authorities.

(b) Details of dues of Income Tax which has not been deposited as at March 31, 2017 on account of dispute are given below :-

Name of the Statute	Period to which the amount relates	Forum where the dispute is pending	Amount (Rs.)
Income Tax	A.Y. 2012-13	CIT (Appeals)	Rs. 54,00,000/-

viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company does not have loans or borrowings from financial institutions or government and has not issued any debentures.

ix) Based upon the audit procedures performed and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, the provision of clause (ix) of paragraph 3 of the Order is not applicable to the company.

x) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi) Based upon the audit procedures performed and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013;

xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, Clause (xii) of paragraph 3 of the Order is not applicable.

xiii) According to the information and explanations given to us and based on our examination of records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) Based upon the audit procedures performed and according to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the clause (xiv) of paragraph 3 of the Order is not applicable to the Company.

xv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of paragraph 3 of the Order is not applicable.

xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45 – IA of Reserve Bank of India Act, 1934.

For Hitesh Shah & Associates
Chartered Accountants
Firm's Registration No.: 107416W

Hitesh Shah, Partner
Membership No.: 040999

Place : Mumbai
Date : May 30, 2017

"Annexure B" forming part of Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of **Ducon Infratechnologies Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Hitesh Shah & Associates
Chartered Accountants
Firm's Registration No.: 107416W

Hitesh Shah, Partner
Membership No.: 040999

Place : Mumbai
Date : May 30, 2017

Ducon Infratechnologies Ltd.

(Formerly known as Dynacons Technologies Ltd.)

Balance Sheet as at 31st March, 2017

	Particulars	Note No.	As at 31 Mar, 2017	As at 31 Mar, 2016
A	**EQUITY AND LIABILITIES**			
	1 Shareholders' funds			
	(a) Share capital	2	7,84,23,100	7,84,23,100
	(b) Reserves and surplus	3	18,99,76,079	18,34,32,470
			26,83,99,179	26,18,55,570
	2 Non-current liabilities			
	(a) Deferred tax liabilities (net)	4	65,62,355	77,61,280
	(b) Long-term provisions	5	2,09,949	2,09,949
			67,72,304	79,71,229
	3 Current liabilities			
	(a) Short-term borrowings	6	6,89,65,522	6,98,62,797
	(b)Trade payables	7	10,80,378	51,86,778
	(c) Other current liabilities	8	64,76,269	18,16,714
			7,65,22,169	7,68,66,289
		TOTAL	**35,16,93,652**	**34,66,93,088**
B	**ASSETS**			
	1 Non-current assets			
	(a) Fixed assets			
	Tangible assets	9	2,24,08,487	3,12,93,726
			2,24,08,487	3,12,93,726
	(b) Non-current investments	10	5,00,00,000	5,00,00,000
	(c) Long-term loans and advances	11	8,71,21,000	8,71,21,000
	(d) Other Non-current Assets	12	-	2,41,165
			15,95,29,487	16,86,55,891
	2 Current assets			
	(a) Inventories	13	4,96,18,542	4,46,30,846
	(b) Trade receivables	14	13,00,81,778	11,85,73,838
	(c) Cash and Bank Balances	15	1,23,91,690	1,48,15,513
	(d) Short-term loans and advances	16	-	17,000
	(e) Other current assets	17	72,154	-
			19,21,64,165	17,80,37,197
		TOTAL	**35,16,93,652**	**34,66,93,088**
	Notes on Financial Statements	1-25		

As per our report of even date attached

For Hitesh Shah & Associates
Firm Registration No: 103716W
Chartered Accountants

Hitesh Shah
Partner
Membership No: 040999

For and on behalf of the Board of Directors

Harish Shetty
Director
DIN: 07144684

Chandrasekhar Ganesan
Director
DIN: 07144708

Place : Mumbai
Date : May 30, 2017

Ducon Infratechnologies Ltd.

(Formerly known as Dynacons Technologies Ltd.)

Statement of Profit and Loss for the year ended 31st March, 2017

	Particulars	Note No.	For the year ended 31 Mar, 2017	For the year ended 31 Mar, 2016
1	**INCOME**			
	(a) Revenue from Operations	18	40,72,39,348	32,51,56,011
	(b) Other income	19	10,09,260	11,25,705
2	**Total revenue**		40,82,48,608	32,62,81,716
3	**EXPENSES**			
	(a) Purchases of Stock-in-Trade	20	37,55,09,866	29,90,04,591
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	-49,87,696	(48,17,533)
	(c) Employee benefits expense	22	26,38,057	51,59,582
	(d) Finance costs	23	99,15,632	81,63,302
	(e) Depreciation and amortisation expense	9	88,85,239	85,07,975
	(f) Other expenses	24	51,93,963	57,40,293
4	**Total expenses**		39,71,55,061	32,17,58,210
5	**Profit / (Loss) before tax**		1,10,93,547	45,23,506
6	**Tax expense:**			
	(a) Current tax		53,60,238	5,85,000
	(b) Deferred tax		(11,98,925)	78,550
			41,61,313	6,63,550
7	**Profit for the year**		**69,32,234**	**38,59,956**
8	**Earnings per share (of Rs. 1/- each):**			
	Basic and Diluted (in Rs.)		0.09	0.05
	Notes on Financial Statements	1-25		

As per our report of even date attached

For Hitesh Shah & Associates
Firm Registration No: 103716W
Chartered Accountants

Hitesh Shah
Partner
Membership No: 040999

Place : Mumbai
Date : May 30, 2017

For and on behalf of the Board of Directors

Harish Shetty
Director
DIN: 07144684

Chandrasekhar Ganesan
Director
DIN: 07144708

Ducon Infratechnologies Ltd.

(Formerly known as Dynacons Technologies Ltd.)

Cash Flow Statement for the Year Ended 31 March, 2017

	Particulars	For the period ended 31 Mar, 2017	For the period ended 31 Mar, 2016
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net profit before Tax and extraordinary items	1,10,93,547	45,23,506
	Add: Depreciation	88,85,239	85,07,975
	(Profit)/Loss on sale of Fixed Assets	-	(73,267)
	Interest paid	99,15,632	81,63,302
		1,88,00,871	1,65,98,010
	Operating profit before working Capital	2,98,94,418	2,11,21,516
	Changes in current assets and liabilities		
	(Increase)/Decrease in Inventories	(49,87,696)	(48,17,533)
	(Increase)/Decrease in Trade & Other Receivable	(1,12,23,400)	3,49,46,749
	Increase/(Decrease) in Current Liabilities & Provision	(57,04,359)	(3,55,25,761)
		(2,19,15,455)	(53,96,545)
	Cash Generated from Operations	79,78,964	1,57,24,971
	Taxes paid	4,87,155	1,05,245
	Net Cash Flow from operating activities	74,91,809	1,56,19,726
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets (Net)	-	(79,70,686)
	Net Cash Used for Investing Activities	-	(79,70,686)
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Share Capital	-	-
	Interest Paid	(99,15,632)	(81,63,302)
	Net cash From Financing Activities	(99,15,632)	(81,63,302)
	Net Increase in Cash and Cash Equivalents (A+B+C)	(24,23,823)	(5,14,262)
	Cash and Cash Equivalents (Opening Balance)	1,48,15,512	1,53,29,774
	Cash and Cash Equivalents (Closing Balance)	1,23,91,690	1,48,15,512
		(24,23,822)	(5,14,262)

Notes

1 Components of cash and cash equivalents include bank balances in current account as disclosed under Note 14 of the accounts

2 Cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard issued (AS 3) " Cash Flow Statement "by The Institute of Chartered Accountants of India.

3 Previous years figures have been regrouped, rearranged and reclassified wherever necessary to correspond with the figures of the current year as per revised schedule VI

As per our report of even date attached

For Hitesh Shah & Associates
Firm Registration No: 103716W
Chartered Accountants

Hitesh Shah
Partner
Membership No: 040999

Place : Mumbai
Date : May 30, 2017

For and on behalf of the Board of Directors

Harish Shetty
Director
DIN: 07144684

Chandrasekhar Ganesan
Director
DIN: 07144708

Notes forming part of the financial statements for the financial year ended 31st March, 2017

Note 1: Significant Accounting Policies

1.1 Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects in accordance with the Accounting Standards notified under the Companies Act, 2013 ("the Act") and in accordance with the accounting principles generally accepted in India. These financial statements have been prepared on an accrual basis and under the historical cost of convention.

2. Summary of significant accounting policies

a. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Gains or losses arising from sale of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is sold.

c. Depreciation on tangible fixed assets

Depreciation on Fixed Assets is being provided on "Useful Life" in the manner prescribed under the Schedule II of the Companies Act, 2013.

d. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from currency borrowings to the extent they are regarded as an adjustment to the interest cost.

e. Impairment of tangible and intangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

f. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investment.

Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investment basis. Long-term investment is carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

g. Revenue recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliable measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods and performance of services to customers. If company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized with the company's right to receive dividend is established by the reporting date.

h. Foreign currency translation

Foreign currency transaction and balances

Initial recognition

Foreign currency transaction are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange differences

The company accounts for exchange difference arising on translation/settlement of foreign currency monetary items as below:

Exchange difference arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.

All other exchange differences are recognized as income or as expenses in the period in which they arise.

i. Retirement and other employee benefits

Retirement benefit in the form of provident fund, Employee State Insurance Contribution and Labour Welfare Fund are defined contribution scheme. The contribution to the the above is charged to the statement of profit and loss for the year when the contributions are due.

The company operates defined benefit plan for its employee, viz., gratuity. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Contribution towards gratuity fund for eligible employees is made by way of premium to Life Insurance Corporation of India and charged to the statement of profit and loss. Actuarial gains and losses, (if any) for the defined plan are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short – term employee benefit. The company measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave excepted to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss immediately.

j. Income taxes

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted ay the reporting date. Deferred income tax relating to items recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the company has unabsorbed or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognized unrecognized deferred asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

k. Segment reporting

Identification of segments

The company has only one segment (business as well as geographical) hence the reporting under Accounting Standard 17 is not applicable to the company.

l. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

m. Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

n. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

Notes forming part of the financial statements for the financial year ended 31st March, 2017

	Particulars	As at 31 Mar, 2017	As at 31 Mar, 2016
2	**SHARE CAPITAL**		
(a)	Authorised Share Capital 80,000,000 Equity shares of Rs. 1/- each (Previous Year 80,000,000 Equity shares of Rs. 1/- each)	8,00,00,000	8,00,00,000
(b)	Issued, Subscribed and Paid up : 78,423,100 Equity shares of Rs. 1/- each (Previous Year 78,423,100 Equity shares of Rs. 1/- each)	7,84,23,100	7,84,23,100

2.1 Pursuant to the Scheme of Arrangement the Equity Share Capital of the Company has been reorganised in the year 2010-11

2.2 The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31 March, 2017	As at 31 March, 2016
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	7,84,23,100	7,84,23,100
Additions during the year	-	-
Equity Shares at the end of the year	7,84,23,100	7,84,23,100

The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31 Mar, 2017		As at 31 Mar, 2016	
	Number of Shares Held	% holding	Number of Shares Held	% holding
Arun Govil	4,71,90,552	60.17%	4,71,90,552	60.17%

2.4 As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents the both legal and beneficial ownership of shares.

2.5 The company has only one class of equity shares having a par value of Rs. 1 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportionate to the number of equity shares held by the shareholders.

2.6 No bonus shares have been issued to equity share holders since incorporation

2.7 No equity share shares been bought back since incorporation

3	**RESERVES & SURPLUS**		
(a)	**General reserve**		
	As per last Balance Sheet	17,69,17,938	17,69,17,938
(b)	**Surplus in Statement of Profit and Loss**		
	As per last Balance Sheet	65,14,532	26,54,576
	Add: Profit for the year	69,32,234	38,59,956
	Less: Income Tax Earlier Years	(3,88,625)	-
	Closing Balance	1,30,58,141	65,14,532
	Total	18,99,76,079	18,34,32,470

4 DEFERRED TAX LIABILITY NET

Deferred Tax Liability		
Related to fixed assets	77,61,280	76,82,730
Deferred Tax Assets		
Disallowances under the Income Tax Act, 1961	11,98,925	(78,550)
Total	65,62,355	77,61,280

5 LONG TERM PROVISIONS

Provision for employee benefits:		
Provision for other defined benefit plans	2,09,949	2,09,949
Total	2,09,949	2,09,949

6 SHORT TERM BORROWINGS

Secured		
Working Capital Loans		
From banks	6,74,60,032	6,98,62,797
Unsecured		
Directors	15,05,490	-
Total	6,89,65,522	6,98,62,797

6.1 Working capital loans from Dena Bank include Discounting of Bills Limits and are secured by hypothecation of invoices and delivery challans duly acknowledged by the customers along with Bill of Exchange duly accepted by the Drawee.

7 TRADE PAYABLES

Micro, Small and Medium Enterprises	-	-
-		
Others	10,80,378	51,86,778
Total	10,80,378	51,86,778

8 OTHER CURRENT LIABILITIES

Other Payables*	64,76,269	18,16,714
Total	64,76,269	18,16,714

* Includes Statutory Dues and Others

9. FIXED ASSETS

Sr. No	Particulars	Gross Block				Depreciaton				Net Block	
		As at 01-04-2016	Addition during the year	Deduction during the period	As at 31-03-2017	As at 01-04-2016	Addition during the period	Deduction during the year	As at 31-03-2017	WDV as on 31-03-2017	WDV as on 31-03-2016
	Tangible Assets										
1	Furnitures & Fixtures	2,22,180	-	-	2,22,180	2,03,553	7,652	-	2,11,206	10,974	18,627
2	Vehicles (Cars)	4,43,570	-	-	4,43,570	3,81,621	35,744	-	4,17,365	26,205	61,949
3	Office Equipment	2,96,772	-	-	2,96,772	2,76,560	10,955	-	2,87,515	9,257	20,212
4	Computer	6,49,14,806	-	-	6,49,14,806	3,37,21,868	88,30,888	-	4,25,52,756	2,23,62,050	3,11,92,938
	Total	**6,58,77,328**	-	-	**6,58,77,328**	**3,45,83,602**	**88,85,239**	-	**4,34,68,841**	**2,24,08,487**	**3,12,93,726**
	Previous Year	5,85,98,834	80,59,575	7,81,081	6,58,77,328	2,68,41,086	85,07,975	7,65,459	3,45,83,602	3,12,93,726	3,17,57,748

10	**NON-CURRENT INVESTMENTS**		
	A. Trade Investments		
	In Equity Shares - Unquoted, fully paid up		
	Ganpati Intradex Pvt Ltd (50,00,000 (Previous year 50,00,000) Equity Shares of Rs. 10 each, fully paid up)	5,00,00,000	5,00,00,000
	Aggregate value of Unquoted Investments	5,00,00,000	5,00,00,000
11	**Long Term Loans And Advances** (Unsecured and considered good)		
	Other loans and advances	8,71,21,000	8,71,21,000
	Total	8,71,21,000	8,71,21,000
12	**OTHER NON-CURRENT ASSETS**		
	Duties & Taxes	-	2,41,165
	Total	-	2,41,165
13	**INVENTORIES**		
	Stock-in-trade	4,96,18,542	4,46,30,846
	Total	4,96,18,542	4,46,30,846
14	**TRADE RECEIVABLES** (Unsecured and Considered Good)		
	Over six months	35,99,269	52,95,275
	Other Trade receivables	12,64,82,509	11,32,78,563
	Total	13,00,81,778	11,85,73,838
15	**CASH AND BANK BALANCES**		
	Cash on hand	30,211	3,85,229
	Balances with banks :		
	In current accounts	4,47,287	24,80,402
	In deposit accounts	1,19,14,192	1,19,49,882
	Total	1,23,91,690	1,48,15,513
16	**SHORT TERM LOANS AND ADVANCES** **(Unsecured and Considered Good)**		
	Others*	-	17,000
	Total	-	17,000
	* Includes Loans and advances to employees		

17	**OTHER CURRENT ASSETS** **(Unsecured and Considered Good)**		
	Duties & Taxes	72,154	-
	Total	72,154	-
18	**REVENUE FROM OPERATIONS**		
	Sale of Information Technology Products	40,72,39,348	32,51,56,011
	Total	40,72,39,348	32,51,56,011
19	**Other Income**		
	Interest income	10,09,260	10,52,438
	Gain on sale of Fixed Assets	-	73,267
	Total	10,09,260	11,25,705
19.1	**Interest income comprises:**		
	Interest from banks on:		
	deposits	9,85,294	10,52,438
	Interest on Income Tax Refund	23,966	-
	Total - Interest income	10,09,260	10,52,438
20	**PURCHASE OF TRADED GOODS**		
	Purchases of Information Technology Products	37,55,09,866	29,90,04,591
	Total	37,55,09,866	29,90,04,591
21	**Changes in inventories of finished goods, work-in-progress and stock-in-trade**		
	Inventories (at close)		
	Finished goods	4,96,18,542	4,46,30,846
		4,96,18,542	4,46,30,846
	Inventories (at commencement)		
	Finished goods	4,46,30,846	3,98,13,313
		4,46,30,846	3,98,13,313
	Total	(49,87,696)	(48,17,533)
22	**EMPLOYEE BENEFITS EXPENSES**		
	Salaries and wages	26,38,057	51,59,582
	Total	26,38,057	51,59,582

23 FINANCE COST

Interest expense	99,15,632	81,63,302
Total	99,15,632	81,63,302

24 Other Expenses

Auditors Remuneration - For Services as Auditors	5,51,100	3,19,144
Bank Charges	8,14,294	18,79,182
Business Promotion Expenses	69,838	47,049
Communication Expenses	45,417	51,053
Conveyance and Travelling Expenses	20,282	1,48,147
Electricity Expenses	-	77,442
Legal and Professional charges	18,64,250	8,93,508
Membership and Subscriptions	-	1,140
Miscellaneous Expenses	14,57,244	13,95,563
Motor Car Expenses	46,871	3,66,317
Printing and Stationary Expenses	1,39,285	1,15,357
Rates & Taxes	42,233	1,91,142
Rent Charges	-	1,20,000
Repairs & Maintenance - Building	-	31,752
Repairs & Maintenance - Others	54,213	23,691
Staff Welfare Expenses	13,524	54,506
Transportation Expenses	75,412	25,300
Total	51,93,963	57,40,293

25. Additional Information to the financial statements

25.1 Contingent Liabilities

a. Claims against company not acknowledged as debts:

Particulars	Period to which the amount relates	Forum Where the dispute is pending	Amount in Rs.
Income Tax	A.Y. 2012-13	CIT Appeals	Rs. 54,00,000/-

b. Guarantees given by the company's banker: NIL

25.2 Micro and Small Enterprises:

Particulars	As at March 31, 2017	As at March 31, 2016
Amount due to vendor	-	-
Principal Amount paid (includes unpaid) beyond the appointed date	-	-
Interest due and payable for the Year	-	-
Interest accrued and remaining unpaid (Including interest disallowable of Rs. Nil (Previous Year : Rs. Nil))	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

25.3 Income in Foreign Currency:

Particulars	As at March 31, 2017	As at March 31, 2016
Sales	Rs. 24,06,33,936/-	-

25.4 Expenditure in Foreign Currency:

Particulars	As at March 31, 2017	As at March 31, 2016
Purchases	Rs. 20,85,09,850/-	-

25.5 Related Party Disclosures:

a. The names of the related parties and the nature of relationship are as under:

Arun Govil	Director
Ducon Technologies (I) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Cemtrex (India) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Ducon Power Systems (I) Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Arun Govil Productions Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Cine Vision Distributors Private Limited	Enterprises over which the Key Managerial Personnel and their relatives are able to exercise significant influence.
Harish Shetty	Director
Chandrasekhar Ganesan	Director
Pinakee Parikh	Director (upto 13.02.2017)

b. The Transactions with the related parties are as under:

Name of the Party	Nature of Payment	As at March 31, 2017	As at March 31, 2016
Ducon Technologies (I) Private Limited	Advance Received (net of repayment)	Rs. 70,01,045/-	-
Arun Govil	Loan Received (net of repayment)	Rs. 15,05,490/-	-
Arun Govil	Remuneration	Rs. 2,40,000/-	-

25.6 Earnings Per Share (Basic and Diluted):

Particulars	As at March 31, 2017	As at March 31, 2016
Profit after Tax	Rs. 69,32,234/-	Rs. 38,59,956/-
No. of Equity Shares	7,84,23,100	7,84,23,100
Earnings Per Share (of paid up value of Re. 1 each)	0.09	0.05

25.7 Foreign Exchange Exposure:

The company has not entered in any forward contract for hedging during the year and there are no such contracts outstanding at the end of the year.

25.8 Auditor's Remuneration:

Particulars	As at March 31, 2017	As at March 31, 2016
Audit Fees	Rs. 5,51,100/-	Rs. 3,19,144/-
Total	**Rs. 5,51,100 /-**	**Rs. 3,19,144/-**

25.9 Note on Specified Bank Notes (SBN):

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA Notification, G.S.R. 308(E), dated dated March 30, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, are as follows:

Particulars	SBNs (1)	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	NIL	Rs.30,211/-	Rs.30,211/-
(+) Permitted receipts / Withdrawals	NIL	NIL	NIL
(-) Permitted payments	NIL	NIL	NIL
(-) Amount deposited in Banks during the aforesaid period	NIL	NIL	NIL
Closing cash in hand as on 30.12.2016	NIL	Rs.30,211/-	Rs.30,211/-

(1) For the purpose of this clause , the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, In the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

25.10 Employee Benefits:

As per Accounting Standard – 15, "Employee Benefit", the disclosures as defined in the Accounting Standard are given below:

	Particulars	As at March 31, 2017 Amount in Rs.	As at March 31, 2016 Amount in Rs.
I	**Assumptions**		
	Discount Rate	7.50%	7.96%
	Salary escalation Rate	5.00%	4.00%
II	**Table Showing Change in Benefit Obligation**		
	Liability at the beginning of the year	1,72,022	3,17,848
	Interest Cost	Nil	Nil
	Current Service Cost	Nil	(1,45,826)
	Past Service Cost (Non Vested Benefit)	Nil	Nil
	Past Service Cost (Vested Benefit)	Nil	Nil
	Benefit Paid	Nil	Nil
	Balance	1,72,022	1,72,022
	Actuarial (Gain)/ loss on obligation	Nil	Nil
	Liability at the end of the year	1,72,022	1,72,022
III	**Amount Recognized in Balance Sheet**		
	Liability at the end of the year	1,72,022	1,72,022
	Fair Value of Plan Assets at the end of the year	Nil	Nil
	Difference	1,72,022	1,72,022
	Unrecognized Past Service Cost	Nil	Nil
	Amount Recognized in Balance Sheet	1,72,022	1,72,022

IV	Expenses Recognized in the Income Statement		
	Current Service Cost	Nil	(1,45,826)
	Interest Cost	Nil	Nil
	Expected Return on Plan Assets	Nil	Nil
	Net Actuarial Gain / (Loss) to be Recognized	Nil	Nil
	Past Service Cost (Non Vested Benefit) Recognized	Nil	Nil
	Past Service Cost (Vested Benefit) Recognized	Nil	Nil
	Expenses Recognized in P & L	Nil	(1,45,826)

25.11 Other Notes:

a) In the opinion of the Board of Directors, Current Assets, Loans and Advance have the value which these are stated in the Balance Sheet, if realized in the ordinary course of business and the provisions for all known liabilities is adequate and not in excess of or less than the amount reasonably necessary.

b) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached

For Hitesh Shah & Associates
Firm Registration No: 103716W
Chartered Accountants

Hitesh Shah
Partner
Membership No: 040999

Place : Mumbai
Date : May 30, 2017

For and on behalf of the Board of Directors

Harish Shetty
Director
DIN: 07144684

Chandrasekhar Ganesan
Director
DIN: 07144708

DUCON INFRATECHNOLOGIES LIMITED

Formerly Known As Dynacons Technologies Limited
CIN :L72900MH2009PLC191412
Ducon House, A/4, MIDC Wagle Industrial Estate, Road No.1,
Thane (W) – 400 604
Tel No: 022-41122114,E-mail: investor@dtlindia.com, Website: www.dtlindia.com

ATTENDANCE SLIP

8TH ANNUAL GENERAL MEETING ON FRIDAY, 29thSEPTEMBER, 2017

Mr./Mrs./Miss.....Address.....

.....

.....

Folio No. (Physical holding)).....DP ID (Demat holding).....

Client ID.....No. of shares held.....

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 8thAnnual General Meeting (AGM) of the Company on Friday, 29thSeptember, 2017, at 10:30 A.M. at the Coral Hall, Hotel Satkar Grande, Wifi Park, Opposite Aplab Company,Wagle Estate, Thane (West)- 400604, India or any adjournment thereof.

[Signature of Shareholders/Proxy(s)] .....

Notes:

1. Shareholder/proxyholder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company atleast 48 hours before the Meeting.

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management andAdministration) Rules 2014]

CIN	:	L72900MH2009PLC191412
Name of the Company	:	Ducon Infratechnologies Limited (formerly known as Dynacons Technologies Limited)
Registered Office	:	Ducon House, A/4, MIDC Wagle Industrial Estate, Road No.1, Thane (W) – 400 604
Name of the member (s)	:	
Registered address	:	
Folio No./Client Id	:	
DP ID	:	
E-mail Id	:	

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint:

1. Name : .....E-mail Id: .....

   Address: .....

   Signature : .....or failing him/her

2. Name : .....E-mail Id: .....

   Address: .....

   Signature : .....or failing him/her

3. Name : .....E-mail Id: .....

   Address: .....

   Signature : .....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company to be held on Friday, 29th September, 2017 at 10:30 A.M. at the Coral Hall, Hotel Satkar Grande, Wifi Park, Opposite Aplab Company, Wagle Estate, Thane (West)- 400604 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description of Resolutions	Assent	Dissent
Ordinary Business:			
1.	Adoption of Balance Sheet as at March 31, 2017, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr. Arun Govil (Din no.: 01914619), who retires from the office of Managing director by rotation and, being eligible, offers himself for re-appointment.		
3.	Ratification of the appointment of M/s. Hitesh Shah & Associates as Statutory Auditors of the Company.		
Special Business:			
4.	Increase in Authorized Share Capital of the Company.		
5.	Alteration of Memorandum of Association of the Company.		
6.	Appointment of Mr. Abhinav Anand (Din no.:07732241) as an Independent Director of the Company.		
7.	Appointment of Ms. Ratna Jhaveri (Din no.:07732263) as an Independent Director of the Company.		
8.	Authority to Borrow funds.		

Signed this _____ day of _____ 2017

Signature of shareholder.....

Signature of Proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

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If undelivered return to:

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

Road Map of the Venue:

