



DUCON INFRA TECHNOLOGIES LIMITED

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

Date: 28th April, 2026

To,
National Stock Exchange of India Limited.
“Exchange Plaza”, C-1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051.

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.

Dear Sir / Madam,

Subject: Notice of Extra-Ordinary General Meeting (“EGM”) of our Company
Ref: Symbol: DUCON | Scrip Code: 534674 | ISIN: INE741L01018

We hereby inform you that the Board of Directors of the Company has decided to convene an Extra-Ordinary General Meeting (“EGM”) of the Company on Wednesday, 20th May, 2026 at 5:00 P.M. through VC/OAVM.

The Notice of the Extra-Ordinary General Meeting is enclosed herewith.

The Company is providing a remote e-voting facility to all its shareholders. The Company has fixed Wednesday, 13th May, 2026 as the “Cut-off Date” for determining the eligibility of shareholders to cast their votes on the resolution(s) to be passed at the Extra-Ordinary General Meeting through remote e-voting.

The remote e-voting period shall commence on Sunday, 17th May, 2026 at 9:00 A.M. and shall end on Tuesday, 19th May, 2026 at 5:00 P.M.

Kindly take the same on your record and oblige us.

Thanking You.

For, Ducon Infratechnologies Limited

Arun Govil
Managing Director
DIN: 01914619

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY

NOTICE is hereby given that the Extra-Ordinary General Meeting ("**EGM**") of the Shareholders of "**DUCON INFRA TECHNOLOGIES LIMITED**" ("**DUCON**" or "**Company**") will be held on Wednesday, 20th May, 2026 at 05:00 P.M. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following Special Businesses:

1. Increase in Authorised Share Capital and Alteration of the Capital clause in Memorandum of Association of the Company.

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

"RESOLVED THAT, pursuant to the provisions of Section 13, 61 and 64, read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and the rules framed thereunder, the consent of the members be and is hereby accorded to increase the Authorised Equity Share Capital of the Company from the existing Rs. 40,00,00,000/- (Rupees Forty Crores Only), divided into 40,00,00,000 (Forty Crores) Equity Shares of Re. 1.00/- (Rupee One Only) each to Rs. 57,50,00,000/- (Rupees Fifty-Seven Crores Fifty Lakhs Only) divided into 57,50,00,000 (Fifty-Seven Crores Fifty Lakhs) Equity Shares of Re. 1.00/- (Rupee One Only) each, ranking pari passu in all respect with the existing equity shares of the Company."

"RESOLVED FURTHER THAT, the Memorandum of Association of the Company be altered in the following manner i.e.

V. The Authorised Equity Share Capital of the Company is Rs. 57,50,00,000/- (Rupees Fifty-Seven Crores Fifty Lakhs Only) divided into 57,50,00,000 (Fifty-Seven Crores Fifty Lakhs) Equity Shares of Re. 1.00/- (Rupee One Only) each."

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

2. CONVERSION OF UNSECURED LOAN OF MANAGING DIRECTOR - CUM - PROMOTER INTO EQUITY SHARES OF THE COMPANY:

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

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(a), 62(1)(c), 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("**Act**"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to applicable laws, rules, regulations, circulars and guidelines issued by the Government of India and the Securities and Exchange Board of India ("**SEBI**"), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the stock exchanges where the equity shares of the Company are listed, namely BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively, "**Stock Exchanges**"), approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any Committee thereof) to permit **Mr. Arun Govil, Managing Director-cum-Promoter**, to subscribe to equity shares of the Company in one or more tranches, in any future fund-raising undertaken by the Company, including but not limited to rights issue, preferential issue or any other permissible mode, and to allow adjustment (set-off) of his outstanding unsecured loan, either fully or partly, being the amount as may be outstanding at the time of such fund raising, towards such subscription, on such terms and conditions, including issue price, as may be determined by the Board in accordance with applicable laws."

"RESOLVED FURTHER THAT, the outstanding unsecured loan of Mr. Arun Govil, being the amount as may be outstanding at the time of such fund raising, may be adjusted, either wholly or partly, towards subscription to equity shares in such future fund-raising."

“RESOLVED FURTHER THAT, in case the value of equity shares subscribed exceeds the amount of outstanding loan, the differential amount shall be paid in cash by Mr. Arun Govil, and in case the subscription is less than the outstanding loan, the balance shall continue as unsecured loan unless otherwise agreed.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of the Board or any Director(s) or Officer(s) of the Company, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, Stock Exchanges and other regulatory authorities, execution of documents and appointment of intermediaries, advisors and consultants.”

3. Appointment of Ms. Vandana Anandilal Govil (DIN: 10174110) as Executive Director of the Company:

*To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution**:*

“RESOLVED THAT, pursuant to the provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the approval of the Board of Directors, the consent of the Members be and is hereby accorded to the appointment of Ms. Vandana Anandilal Govil (DIN: 10174110) as Executive Director of the Company for a period of 3 (three) years with effect from 30th March, 2026 up to 29th March, 2029, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto, and that she shall not be liable to retire by rotation during her tenure as Executive Director.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to determine, alter and vary the terms and conditions of the said appointment, including remuneration payable to Ms. Vandana Anandilal Govil, within the limits prescribed under the Act and Schedule V thereto, as may be agreed between the Board and Ms. Vandana Anandilal Govil.”

“RESOLVED FURTHER THAT, in the event of loss or inadequacy of profits in any financial year during the tenure of Ms. Vandana Anandilal Govil, she shall be paid remuneration by way of salary, perquisites, allowances and/or commission as minimum remuneration, subject to the limits prescribed under Schedule V of the Act and subject to such approvals as may be required.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of powers, as may be deemed necessary, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Registered Office:

Ducon House, Plot No. A/4, Road No. 1,
MIDC, Wagle Industrial Estate, Thane,
Maharashtra, India – 400 604.

**By order of the Board of
For, Ducon Infratechnologies Limited**

**Sd/-
Arun Govil
Managing Director
DIN: 01914619**

Date: 25th April, 2026

Place: Thane

NOTES:

1. The relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Extra-Ordinary General Meeting ("EGM") will be held on Wednesday, 20th May, 2026 at 05:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' ("MCA") General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at cs@duconinfra.co.in
4. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ("RTA") as on Friday, 24th April, 2026 ("Cut-Off Date"). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Wednesday, 13th May, 2026.
5. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of Extra-Ordinary General Meeting ("EGM") in electronic form.
6. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
7. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing EGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. Members of the Company under the category of "Institutional Investors" are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to e-mail at cs@duconinfra.co.in and/ or at evoting@nsdl.co.in, a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
9. The Members can join the Extra-Ordinary General Meeting ("EGM") in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.
10. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra-

Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Extra-Ordinary General Meeting will be provided by NSDL.

12. In line with the Ministry of Corporate Affairs (“MCA”) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at www.duconinfra.co.in. The Notice can also be accessed from the website of BSE Limited (“BSE”) and National Stock Exchange India Limited (“NSE”) at www.bseindia.com and www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com.
13. The Extra-Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
14. The Board of Directors has appointed Mr. Jay Pandya, Proprietor of M/s. Jay Pandya & Associates, Company Secretaries, Ahmedabad (Membership No. ACS 63213 and Certificate of Practice No. 24319), as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer’s decision on the validity of votes cast will be final.

The Results declared along with the Scrutinizer’s Report shall be communicated to BSE Limited and National Stock Exchange India of India Limited and be made available on its website at www.bseindia.com and www.nseindia.com.

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

The remote e-voting period begins on Sunday, 17th May, 2026 at 9:00 A.M. and ends on Tuesday, 19th May, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 13th May, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 13th May, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.

	<p>Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to cs@duconinfra.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (cs@duconinfra.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for E-voting on the day of the EGM is same as the instructions mentioned above for remote E-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the EGM.
3. Members who have voted through Remote E-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

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

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Equity Share Capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crores Only), divided into 40,00,00,000 (Forty Crores) Equity Shares of Re. 1.00/- (Rupee One Only) each to Rs. 57,50,00,000/- (Rupees Fifty-Seven Crores Fifty Lakhs Only), divided into 57,50,00,000 (Fifty-Seven Crores Fifty Lakhs) Equity Shares of Re. 1.00/- (Rupee One Only) each ranking pari passu in all respect with the existing equity shares of the Company.

The proposed increase in Authorised Equity Share Capital requires the approval of members in Extra-Ordinary General Meeting. Consequently, upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Equity Share Capital.

The Memorandum of Association of the Company is open for inspection of the members at the registered office of the Company during the normal business hours at any time upto the date of the Extra-Ordinary General Meeting and at the meeting.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of an Ordinary Resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 2:

The Company has, from time to time, availed financial assistance from its promoter, Mr. Arun Govil, Managing Director-cum-Promoter of the Company, which is presently outstanding and reflected as unsecured loans in the books of the Company.

Mr. Arun Govil has expressed his intention to participate in future fund-raising(s) of the Company and has requested that his outstanding unsecured loan, either fully or partly, be permitted to be adjusted towards subscription to equity shares.

The proposed adjustment would enable the Company to optimize its capital structure, reduce debt obligations and improve its financial position, while facilitating promoter participation in future capital raising.

In view of the above, the Board of Directors considers it appropriate to enable such participation and adjustment, subject to applicable laws and on such terms and conditions as may be determined at the relevant time.

The adjustment of unsecured loan towards subscription to equity shares shall be restricted to the amount as may be outstanding at the time of such fund-raising.

In case the subscription amount exceeds the outstanding loan, the differential amount shall be paid in cash by Mr. Arun Govil, and in case the subscription is less than the outstanding loan, the balance shall continue as unsecured loan.

The Board recommends the Special Resolution set out at Item No. 2 for approval of the members.

Except Mr. Arun Govil and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

Item No. 3:

The Brief Profile of Ms. Vandana Anandilal Govil is given below:

Ms. Vandana Anandilal Govil, has more than 25 years of experience in marketing and business development related to industrial equipment and green technologies and has been working as Vice president of Business Development for Ducon Technologies Inc of USA for more than 15 years. She holds a bachelor's degree in

Geography and a master's in finance from USA.

The Board of Directors of the Company (the 'Board'), had at its meeting held on 30th March, 2026, subject to the approval of the members, appointed Ms. Vandana Anandilal Govil (DIN: 10174110) as an Executive Director of the Company, for a term of 3 years commenced from 30th March, 2026 to 29th March, 2029 on terms and conditions including remuneration as mentioned below:

1) Term of appointment: For period of 3 years, commenced from 30th March, 2026 to 29th March, 2029.

2) Salary, perquisites and allowances:

Salary: NIL and perquisites and allowances as mentioned-below.

Perquisites and allowances shall include –

- A. Car with driver:** Executive Director may be provided a Car with driver for use on Company's business. All the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- B. Medical reimbursement / allowance:** As per the rules of the Company.
- C. Leave travel concession / allowance:** As per the rules of the Company.
- D. The Company** shall reimburse actual entertainment and travelling expenses incurred by the Whole-time Director in connection with the Company's business.

3) Sitting Fees: Sitting fees as may be decided by the Board from time to time.

4) Perquisites as per the Section IV of the Schedule V of the Act as provided below:

- A.** contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961);
- B.** gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- C.** encashment of leave at the end of the tenure.

It is clarified that employees stock options granted / to be granted to Ms. Vandana Anandilal Govil, from time to time, shall not be considered as a part of perquisites mentioned above and that the perquisite value of stock options exercised shall be in addition to the remuneration under point no. 3 above.

The remuneration package is above the limit prescribed under Section 198 of the Companies Act, 2013.

STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

(i) GENERAL INFORMATION:

1.	Nature of Industry.	Company is primarily engaged in the business of Our Company operating in Engineering, Procurement and Construction ("EPC") Company providing comprehensive solutions across various EPC segments. The strength of our Company lies in its core technology, Flue-Gas Desulfurization ("FGD"), for which it is widely recognized, as well as its Bulk Material Handling.
2.	Date or Expected Date of Commencement of Commercial Production.	Our Company incorporated on 2 nd April, 2009 and Certificate of Commencement of Business was received on 8 th February, 2010.
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.

4.	Financial performance based on given indicators *	Particulars	2024-25 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)
		Total Revenue	25,460.45	31,561.76
		Profit before Tax	690.46	682.67
		Tax Expenses	174.85	178.48
		Profit After Tax	515.61	504.19
		EPS	0.18	0.19
5.	Foreign Investments or Collaborators, if any.	The Company has a Wholly-owned Unlisted Material Subsidiary at USA named "Ducon Combustion Equipment Inc.		

(ii) INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

Ms. Vandana Anandilal Govil, has more than 25 years of experience in marketing and business development related to industrial equipment and green technologies and has been working as Vice president of Business Development for Ducon Technologies Inc of USA for more than 15 years. She holds a bachelor's degree in Geography and a master's in finance from USA.

2. Past Remuneration: Nil

3. Recognition or awards:

Ms. Vandana Anandilal Govil is well recognized for her marketing and business development skills and has been efficiently managing overall affairs of the Company.

4. Job Profile and his suitability:

In the capacity of Executive Director of the Company Ms. Vandana Anandilal Govil shall be responsible for marketing and business development related to industrial equipment and green technologies and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to her by the Board from time to time.

5. Remuneration proposed:

Salary, perquisites and allowances: NIL

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

In this industry, it would not be possible to compare the remuneration payable in similar type of Industry.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Ms. Vandana Anandilal Govil is wife of Mr. Arun Govil, Promoter and Managing Director of the Company.

III. OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits:

Not Applicable as our Company is profit making Company.

2. Steps taken or proposed to be taken for improvement:

Not Applicable

3. Expected increase in productivity and profits in measurable terms:

Not applicable

IV. REASONS AND JUSTIFICATION FOR PAYMENT BEYOND LIMITS SPECIFIED IN SCHEDULE.

Ms. Vandana Anandilal Govil is handling marketing and business development and operations of the Company.

The documents related to appointment and remuneration of Ms. Vandana Anandilal Govil shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Save and except Ms. Vandana Anandilal Govil and her relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 3.

Registered Office:

Ducon House, Plot No. A/4, Road No. 1,
MIDC, Wagle Industrial Estate, Thane,
Maharashtra, India – 400 604.

**By order of the Board of
For, Ducon Infratechnologies Limited**

Date: 25th April, 2026

Place: Thane

**Sd/-
Arun Govil
Managing Director
DIN: 01914619**

ANNEXURE TO NOTICE

Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, in respect of directors seeking reappointment as director under Item No. 3 as under:

Name of the Director	Ms. Vandana Anandilal Govil (DIN: 10174110)
Date of Birth	11-07-1959
Date of first Appointment on the Board	30-03-2026
Qualifications	She holds a Bachelor’s degree in Geography and a Master’s in Finance from the USA.
Experience/Brief Resume/ Nature of expertise in specific functional areas	She has more than 25 years of experience in marketing and business development related to industrial equipment and green technologies and has been working as Vice President – Business Development for Ducon Technologies Inc., USA, for more than 15 years.
Terms and Conditions of Appointment along with remuneration sought to be paid	Holds officer for a period of 3 years w.e.f. 30 th March, 2026 to 29 th March, 2029 and she is not liable to retire by rotation.
Remuneration last drawn by such person, if any	Nil
No. of Shares held in the Company as on 31 st March, 2026	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se.	Ms. Vandana Govil is wife of Mr. Arun Govil, Managing Director of the Company
Number of Meetings of the Board attended during the year	1
Directorship / Designated Partner in other Companies / LLPs	<ul style="list-style-type: none">• Ducon Power Systems (I) Private Limited;• Ducon Technologies (I) Private Limited;• IQ Energy AI Systems Private Limited;• Centrex (India) Private Limited; and• Rolling Stones Enterprises LLP.
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the Chairpersonship and the membership of the Committees of the board.	Nil
Membership of Committee of the Board of Director of the Company.	Nil
Listed entities from which director has resigned in last three years	Nil