

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

Registered Office : First Floor, Kubera Chambers, Shivajinagar, Pune - 411 005, Maharashtra (India)

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Website : www.mitconindia.com

35TH ANNUAL GENERAL MEETING

NOTICE

NOTICE is hereby given that the Thirty-Fifth Annual General Meeting of the Members of MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED will be held on **Wednesday, 23rd August, 2017 at MITCON Institute of Management (MIMA), Balewadi, Pune- 411 045 at 11.30 a.m.** to transact the following business:

A. Ordinary Business :

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31st March, 2017, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a final dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Chiman Deshmukh (DIN: 07131406), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify appointment of Statutory Auditors for the Financial Year 2017-18:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder as amended from time to time, the appointment M/s Joshi & Sahney, Chartered Accountants, Pune (Firm Registration No. 104359W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company be and is hereby ratified on a remuneration as may be decided by the Board of Directors of the Company for conducting the audit of the Financial Year ending 31st March, 2018.”

B. Special Business :

5. Fixation of remuneration of Managing Director in case of inadequacy of profits or no profits.

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such other approvals as may be required, consent of the shareholders be and is hereby accorded to the remuneration payable to Dr. Pradeep Bavadekar as Managing Director of the Company for the Financial Year ended 2017-18 and upto 30th June, 2018 (being the balance term of his appointment as was approved in the Extra Ordinary General Meeting held on 25th April, 2013) as detailed below as minimum remuneration in case of no profits or inadequacy of profits:

Remuneration:

Dr. Pradeep Bavadekar shall be entitled for the following remuneration:

a) Fixed

The fixed portion of remuneration will be in the grade of Rs. 2,00,000 – 20,000 – 10,00,000 with Annual Increment to be given on 1st July, 2017. The breakup of the fixed remuneration will be as follows :

Basic	-	Rs. 2,35,605/-
D.A.	-	Rs. 2,35,605/-
HRA	-	Rs. 88,790/-

Total	-	Rs. 5,60,000/-

After Increment from 1st July, 2017 upto 30th June, 2018:

Basic	-	Rs. 2,44,020/-
D.A.	-	Rs. 2,44,020/-
HRA	-	Rs. 91,960/-

Total	-	Rs. 5,80,000/-

b) Besides above, Dr. Pradeep Bavadekar shall be entitled for following :

i) Provident Fund / Superannuation Fund:

Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the provisions of the Income Tax Act, 1961.

ii) Gratuity :

The Managing Director shall be paid gratuity at the rate not exceeding half a month's salary for each completed year of service.

The computation of completed years of service shall be computed from April 2, 1995, the date on which Dr. Pradeep Bavadekar joined the services of the Company.

iii) Leave :

Leave as entitled as per the rules applicable to the Company. Leave accumulated can be encashed – Maximum accumulation 360 days.

The expenditure incurred by the Company on the aforesaid perquisites shall be valued as per the cost to the Company, subject to Tax Deduction at Source as per prevailing provisions and rules as amended from time to time.

iv) Reimbursement of expenses :

The Company shall reimburse to the Managing Director as per the Company's Rules all travelling, lodging, boarding, communication and other out of pocket expenses at actuals that he may be required to incur in relation to the business of the company in performance of duties by him. Reimbursements of expenses are not part of remuneration.

v) Company Car and Telephone :

The Company shall provide a car with Driver to the Managing Director for official use. The Company shall also provide at its cost telephone at his residence. Personal long distance calls on telephone shall be billed by the Company to the Managing Director.

vi) Personal Accident Insurance :

The Company shall pay for the benefit of the Managing Director / his successors an accident insurance policy for such value that annual premium of such accident insurance policy shall not exceed Rs. 5,000/-.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to pay remuneration as per the resolution passed by the Shareholders in the Extra Ordinary General Meeting held on 25th April, 2013 in case the profits of the Company are adequate in the Financial Year 2017-18.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized and empowered in case of adequacy of profits to pay the variable remuneration in addition to aforesaid fixed salary as may be permissible under and by any amendments to Schedule V of the Companies Act, 2013 or by way of any Government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of the Managing Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.”

6. Giving Loans/ Guarantees or providing securities and/or making investments.

To consider and approve, the following resolution with or without modification, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any person or other body corporate and / or give any guarantee or provide security in connection with a loan to any person or other body corporate and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate amount not exceeding Rs. 150 Crores over and above the aggregate of paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

7. Creation of Charges / Mortgages on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company 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 constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/ or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed/ to be availed by way of loans(s) (in Foreign currency and/or rupee currency) and/or debentures (convertible / non-convertible / secured / unsecured) and/or securities in the nature of debts instruments issued/to be issued by the Company (hereinafter ‘loans’), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 50 Crores (Rupees Fifty Crores Only) over and above the aggregate of paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company in aggregate (apart from temporary loans obtained / to be obtained from the Company’s bankers in the ordinary course of business) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages,

commitment charges, premium on prepayment/ redemption, remuneration of the Agents(s)/Trustees, all costs, charges, expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in respect of the said loans in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into or to be entered into between the Company and the lender(s), Agent(s) and Trustee(s) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.”

Place: Pune
Date : 30th May, 2017

**By Order of the Board of
Directors,**

Sd/-
Madhav Oak
Company Secretary
M. No. A21687

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Dr. Pradeep Bavadekar was re-appointed as a Managing Director of the Company with effect from 1st July, 2013 for a period of five years in pursuance of Schedule XIII (Part II) (Section I) of the Companies Act, 1956 and on the terms and conditions as contained in the Board Resolution dated 19th March, 2013 and agreement executed with him. The said remuneration was also recommended by the Remuneration Committee at its meeting held on 19th March, 2013 and the said appointment and remuneration was confirmed by the members in their Extra Ordinary General Meeting held on 25th April, 2013 by way of an Ordinary Resolution.

As a precautionary measure, it is proposed to seek the consent of the members by way of a Special Resolution for the payment of Remuneration for the Financial Year 2017-18 and upto the period of his appointment i.e. 30th June, 2018 as detailed in the resolution as minimum remuneration in case of no profits or inadequacy of profits, pursuant to provisions of and ceiling limits prescribed under Schedule V (Part II) (Section II) of the Companies Act, 2013.

Statement as per Schedule V (Part II) (Section II) of the Companies Act, 2013:

General Information		
1.	Nature of Industry	The Company is into the business of providing consultancy in the field of power, energy, banking & finance, infrastructure etc. The Company also conducts IT and Vocational Training programmes.
2.	Date or expected date of commencement of commercial production	The Company is having operations since 1982.
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	As on 31 st March, 2017, Total Income: Rs. 4701.48 Lakhs. Total profit: Rs. 442.43 Lakhs EPS: Rs. 3.66
5.	Foreign Investment or collaboration, if any	Not Applicable
Information about the appointee		
1.	Background details	He holds a Masters of Business Administration in Marketing Management and a Ph. D. in Business Administration from University of Pune. He has over 30 years of work experience in the field of manufacturing, sales & marketing, management and technical consultancy.

2.	Past remuneration	For the Financial Year 2016-17, fixed remuneration plus perquisites aggregating to Rs. 83,21,978/-
3.	Recognition or awards	He has been recognised by Businessmen's Association of Maharashtra for his contribution provided on Make in India and Make in Maharashtra.
4.	Job profile and his suitability	<p>Dr. Bavadekar joined MITCON in April 1995. In following twenty two years, he led the company to growth year-on-year. He is a visionary and a thought leader, besides being a brilliant strategist and analyst.</p> <p>He re-oriented the organisation towards profitability, viability and growth exposing it to emerging and new business opportunities.</p> <p>He has greatly contributed in expanding the business and operations of our Company. He also greatly contributed in establishing brand image of the Company.</p>
5.	Remuneration proposed	As detailed in the resolution
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the Company and big responsibility Dr. Bavadekar is carrying. The remunerations do differ from company to company in the industry depending on the respective operations.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Apart from drawing remuneration as Managing Director of the Company, there are no other pecuniary relationships. Dr. Bavadekar is not related to any Key Managerial Personnel of the Company.</p> <p>He holds 5,60,000 Equity Shares of Rs. 10/- each (4.63%) of your Company in his personal capacity.</p>
Other information		
1.	Reasons of loss or inadequate profits	In line with the overall recessionary trend in the economy, your Company had a particularly daunting year with significant regulatory and policy uncertainties which were necessary for the consultancy business of your Company and which were not in the control of the Company.

2.	Steps taken or proposed to be taken for improvement	The Company is expanding its operations in the branches and will be taking more and more high value assignments. The Company is also planning to have more business from consultancy in Infrastructure, Renewable Energy and also from training programmes. The Company also diversifying its operations in the new areas.
3.	Expected increase in productivity and profits in measurable terms	<p>31st March, 2018: Expected Income: Rs. 5100.00 Lakhs Expected Net Profit: Rs. 530 Lakhs</p> <p>31st March, 2019: Expected Income: Rs. 6000.00 Lakhs Expected Net Profit: Rs. 759.00 Lakhs</p> <p>31st March, 2020: Expected Income: Rs.7224.00 Lakhs Expected Net Profit: Rs. 1350.00 Lakhs</p>

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Except Dr. Pradeep Bavadekar, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice except as members.

ITEM NO. 6

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or body corporate for an amount not exceeding Rs. 150 Crores over and above the aggregate of paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice except as members.

ITEM NO.7

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors and/or Committee of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 50 Crores (Rupees Fifty Crores only) over and above the aggregate of paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company at any time.

The borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 7. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 50 crores over and above the aggregate of paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution set out at Item No. 7 of the Notice except as members.

By Order of the Board of Directors,

**Sd/-
Madhav Oak
Company Secretary
M. No. A21687**

**Place: Pune
Date : 30th May, 2017**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF BANKS, FINANCIAL INSTITUTIONS, LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 5 to 7 of the accompanying Notice, is annexed hereto.
3. The Register of Members and Share Transfer Books will remain closed from Saturday, 19th August, 2017 till Wednesday, 23rd August, 2017 (both days inclusive).
4. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Director seeking re-appointment under Item no. 3 at the Annual General Meeting, forms an integral part of the notice. Requisite declarations have been received from the Director for his re-appointment.
5. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those shareholders whose names appear on the Register of Members as on 23rd August, 2017.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents, Link Intime India Private Limited (Link Intime) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime or to the Company.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime for assistance in this regard.
8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Link Intime, the details of such folio’s together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime/ Depositories.
12. Members seeking any information with regard to the Accounts, are requested to write to the Company at least seven days prior to the date of the meeting, so as to enable the Management to keep the information ready at the meeting.
13. Members may note that the Notice of the 35th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.mitconindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Pune for inspection during normal business hours on all working days except 4th Saturday.
14. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the email id: cs@mitconindia.com.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 6.30 pm) on all working days except 4th Saturday, up to and including the date of the Annual General Meeting of the Company.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. 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 remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The process and manner for remote e-voting are as under:

1. Members whose e-mail addresses are registered with the Company / depository participant(s) will receive an e-mail from NSDL informing them of their User-ID and Password. Once the Member receives the e-mail, he or she will need to go through the following steps to complete the remote e-voting process:
 - a. Open e-mail and open the PDF file titled 'mitcon.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
 - b. Launch your internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login.
 - d. Enter the user ID and password (the initial password noted in step (1) above). Click on Login.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- f. The home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
- g. Select 'EVEN' (E Voting Event Number) -106587 of MITCON Consultancy & Engineering Services Limited.
- h. Now you are ready for remote e-voting as the Cast Vote page opens.

- i. Cast your vote by selecting the option of your choice and click on 'Submit'. Remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - l. 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 "sridharmudliar@yahoo.com" with a copy marked to "evoting@nsdl. co.in"
2. For Members whose e-mail IDs are not registered with the Company / depository participant(s) or requesting physical copy and who receive the physical copy of notice, the following instructions may be noted :
 - a) The initial password is provided as below separately along with the notice of Annual General Meeting.

EVEN (Remote e-voting Event Number) - 106587

USER ID	PASSWORD/PIN
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 - b) Please follow all the steps from b to l mentioned above, in order to successfully cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. 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 Password' option available on the site to reset the password.
6. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
7. The remote e-voting period commences on 20th August, 2017 (9.00 a.m.) and ends on 22nd August, 2017 (5.00 p.m.) During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. 18th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
8. The voting rights of Members shall be in proportion to their share of the

paid-up equity share capital of the Company as on the relevant date i.e. 18th August. 2017.

9. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the relevant date i.e. 18th August. 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company or Link Intime.
10. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
11. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the relevant date i.e. 18th August. 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
13. Mr. Sridhar Mudaliar, Partner, SVD & Associates Company Secretaries (Membership No. FCS: 6156) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.mitconindia.com and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by her in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited (NSE), Mumbai.

PROFILE OF DIRECTOR BEING RE-APPOINTED

Details as required in sub-regulation (3) of Regulation 36 of the Listing (Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Director who is proposed to be re-appointed are given below:

Name	:	Mr. Chiman Deshmukh
Age	:	47 years
Qualifications	:	B.E., MBA
Experience	:	He is an engineering graduate with additional qualification of MBA. He is having vast experience of more than 20 years in initiating and handling various assignments, ventures as well as responsibilities in SICOM Limited. He was instrumental in forming the SICOM Venture Capital Fund, SICOM Realty Ltd. subsidiaries and also has rich experience with these ventures. He provides a strong blend of operational and financial control skills.
Other Directorships	:	1. SICOM Realty Limited 2. Maharashtra Vikrikar Rokhe Pradhikaran Limited
Membership of Committees in other companies	:	Nil
Mr. Chiman Deshmukh does not hold any shares in the Company.		

Form No. MGT-11
PROXY FORM

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

CIN: L74140PN1982PLC026933

Name of the Company: MITCON Consultancy & Engineering Services Limited

Registered Office: First Floor, Kubera Chambers, Shivajinagar, Pune-411005

Name of the member(s) : _____
Registered Address : _____
E-mail id: _____
Folio No./Client ID: _____
DP ID: _____

I/We, _____
_____ of _____ being a member(s) of **MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED** hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature _____, or
failing him

2. Name: _____
Address: _____
E-mail Id: _____
Signature _____, or
failing him

3. Name: _____
Address: _____
E-mail Id: _____
Signature _____, or
failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on Wednesday, 23rd August, 2017 at MITCON Institute of Management, Balewadi, Pune - 411045 at 11.30 a.m. and/or at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Optional*	
	For	Against
Ordinary Business		
1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at 31 st March, 2017, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.		
2. To declare a final dividend on equity shares for the financial year ended 31 st March, 2017.		
3. To appoint a Director in place of Mr. Chiman Deshmukh (DIN: 07131406), who retires by rotation and, being eligible, offers himself for re-appointment.		
4. To ratify appointment of Statutory Auditors for the Financial Year 2017-18.		
Special Business		
5. Fixation of remuneration of Managing Director in case of inadequacy of profits or no profits.		
6. Giving Loans/ Guarantees or providing securities and/or making investments.		
7. Creation of Charges / Mortgages on the movable and immovable properties of the Company, both present and future, in respect of borrowings.		

Signed this _____ day of _____, 2017.

Affix a

Signature of Shareholder

Revenue stamp -----

Signature of Proxy Holder(s)

Notes:

- 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.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 35th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP
(To be presented at the entrance)

I/We hereby record my/our presence at **Thirty-Fifth Annual General Meeting** of the Company held on, **Wednesday, 23rd August, 2017**, at **MITCON Institute of Management, Balewadi, Pune - 411 045 at 11.30 a.m.**

Name	
Ledger Folio No.	
DP ID	
Client ID	
No. of Shares	
Signature	

Note: Only shareholders / proxies/ authorized representative are allowed to attend the meeting.

