

MITCON/Secretarial/2021-22/28

02nd November, 2021

To,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai-400 051
Fax No.: 022-26598237/38

Subject: Submission of Voting Results along with Scrutinisers Report of Postal Ballot

Ref: NSE Symbol: MITCON; Series: SM

In compliance with the Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Voting Results in prescribed format along with report of the Scrutinizer appointed for the purpose of scrutinizing the e-voting process of Postal Ballot.

You are requested to take above information on record.

Thanking you,

Yours faithfully,

For MITCON Consultancy & Engineering Services Limited

**Ms. Ankita Agarwal
Company Secretary**

Encl: A/a

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Report of Scrutinizer for Voting on Postal Ballot

To
Authorized Representative
MITCON Consultancy & Engineering Services Limited
Kubera Chambers, Shivaji Nagar, Pune, Maharashtra - 411 005

Dear Sir,

Scrutinizer's Report on voting through E-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014

- A. Pursuant to the resolution passed by the Board of Directors of **MITCON Consultancy & Engineering Services Limited** (hereinafter referred as "the Company") on September 22, 2021, I, Mr. Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process and the votes cast in respect of the Resolutions set out in the Postal Ballot Notice dated September 22, 2021 ("Notice").
- B. Member's approval was sought for following Special Business
- i) Migration of the Company from NSE Emerge (SME Platform of NSE) to Main Board of NSE
 - ii) Approval of "Employee Stock Option Plan 2021" ('ESOP 2021') for the employees of the Company
 - iii) Approval of grant of options to the Employees/ Directors of the Company and its Subsidiary Company/ies under ESOP 2021
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice and explanatory statement along with the process of E-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s)/Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company for communication purposes in compliance with MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 17th August, 2020 and 13th January, 2021 and SEBI Circular dated 12th May, 2020 and 15th January, 2021 and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on Wednesday, October 01, 2021 whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, September 24, 2021 ("cut-off-date")
- D. The remote e-voting facility was provided by National Securities Depository Limited.

- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.
- F. The voting period commenced on Saturday, October 02, 2021 at 10:00 A.M. (IST) and ended on Sunday, October 31, 2021 at 5:00 P.M. (IST) for voting through e-voting.
- G. The e-voting were blocked at 5:00 p.m. (IST) on Sunday, October 31, 2021 and the e-voting summary statement was downloaded from e-voting website of National Securities Depository Limited.
- H. The register, in accordance with Rule 20 (4)(xiv) and Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.

Result of the Postal Ballot through e-voting is as under:

Resolution Item No. 1: Special Resolution

Migration of the Company from NSE Emerge (SME Platform of NSE) to Main Board of NSE

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E - Voting through Postal Ballot	0	0	0.00	0	0	0.00	0.00
Public Institutions		3048000	1322000	43.37	1322000	0	100.00	0.00
Public Non-Institutions		10373526	7049526	67.96	7045526	4000	99.94	0.06
Total		13421526	8371526	62.37	8367526	4000	99.95	0.05

*No of votes polled does not include no. of votes abstained

Resolution Item No. 2: Special Resolution

Approval of “Employee Stock Option Plan 2021” (‘ESOP 2021’) for the employees of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E - Voting through Postal Ballot	0	0	0.00	0	0	0.00	0.00
Public Institutions		3048000	1322000	43.37	1322000	0	100.00	0.00
Public Non-Institutions		10373526	7049526	67.96	7045526	4000	99.94	0.06
Total		13421526	8371526	62.37	8367526	4000	99.95	0.05

*No of votes polled does not include no. of votes abstained

Resolution Item No. 3: Special Resolution

Approval of grant of options to the Employees/ Directors of the Company and its Subsidiary Company/ies under ESOP 2021

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E - Voting through Postal Ballot	0	0	0.00	0	0	0.00	0.00
Public Institutions		3048000	1322000	43.37	1322000	0	100.00	0.00
Public Non-Institutions		10373526	7049526	67.96	7045526	4000	99.94	0.06
Total		13421526	8371526	62.37	8367526	4000	99.95	0.05

*No of votes polled does not include no. of votes abstained
The aforesaid resolutions were passed by requisite majority.

**For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

**Makarand M. Joshi
Partner
FCS No: 5533
CP No. 3662
PR: 640/2019
UDIN: F005533C001355662
Place: Mumbai
Date: November 02, 2021**

For MITCON Consultancy & Engineering Services Limited

**Ankita Agarwal
Company Secretary/Authorized Representative
Place: Mumbai
Date: November 02, 2021**