

# *MMJB & Associates LLP*

## Company Secretaries

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

### COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India  
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,  
The Members,  
**Mitcon Consultancy & Engineering Services Limited**  
Kubera Chambers, Shivaji Nagar,  
Pune - 411005

We, MMJB & Associates LLP, Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed by the Board of Directors of **Mitcon Consultancy & Engineering Services Limited** (hereinafter referred to as '**the Company**'), having CIN- L74140PN1982PLC026933 and having its registered office at Kubera Chambers, Shivaji Nagar, Pune- 411005, in its meeting held on June 07, 2021. This certificate of the compliance, for the financial year 2021-22, is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**").

#### **Management Responsibility:**

It is the responsibility of the Management of the Company to implement the Scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### **Verification:**

The Company has implemented Employee Stock Option Plan 2021 ('the Scheme'), in accordance with the Regulations and Special Resolution passed by the Shareholders of the Company through Postal ballot on October 31, 2021 ('Shareholders Resolution').

To verify the compliance, we have examined the following:

1. Scheme received from the Company;
2. The Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Minutes of the meetings of the Nomination and Remuneration Committee;
5. Shareholders resolution passed through Postal ballot for approving the Scheme;
6. Relevant provisions of Regulations, Companies Act, 2013 and Rules made thereunder;
7. In-principle approval from National Stock Exchange of India Limited dated April 20, 2022.

**Certification:**

In our opinion and to the best of our information and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the Employee Stock Option Plan 2021 in accordance with the applicable provisions of the Regulations and Resolution of the Shareholders of the Company.

**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an 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.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations

**For MMJB & Associates LLP  
Company Secretaries**

**Saurabh Agarwal  
Designated Partner**

**FCS: F9290**

**CP: 20907**

**PR: 904/2020**

**UDIN: F009290D000469024**

**Date: June 07, 2022**

**Place: Mumbai**