

NOTICE OF 41ST ANNUAL GENERAL MEETING

Dear MITCON Members,

I am pleased to invite you to the 41st Annual General Meeting (“AGM”) of MITCON Consultancy & Engineering Services Limited (the “Company”) scheduled to be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) on Friday, 21st July, 2023 at Kubera Chambers, Shivaji Nagar Pune -411005 at 12:30 p.m. in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020, 17/2020, 2/2021, 2/2022, 10/2022 dated 5th May, 2020, 8th April 2020, 13th April, 2020, 13th January 2021, 05th May 2022, 28th December 2022 respectively.

As a Shareholder, you are entitled to attend, speak and vote at the AGM. Here, it gives you the opportunity to vote on various company matters, by attending AGM through VC/OAVM.

As per Section 108 of the Companies Act 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice before or during the Meeting. The instructions for e voting are included in this AGM Notice. The formal notice of AGM (the “AGM Notice”) is set out in subsequent pages of this document and explanatory notes on the business to be considered are set out on further pages.

Your Board of Directors presume that the proposals included in the Notice of AGM are in the best interests of the Company and its Shareholders as a whole. The Directors intend to do so in respect of their own shareholdings. On behalf of the Board of Directors, I would like to thank you for your continued support and look forward to meeting you at the Annual General Meeting.

Yours faithfully,

Sd/-

Ms. Ankita Agarwal
Company Secretary

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) ON FRIDAY, 21ST JULY, 2023 (THE “AGM”) AT KUBERA CHAMBERS, SHIVAJI NAGAR PUNE – 411005 AT 12:30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

A. ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement as on 31st March, 2023 and the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements, both on Standalone and Consolidated basis for the financial year ended 31st March, 2023 comprising of Balance Sheet as at March 31, 2023 and Statement of Profit and Loss for the year ended on that date together with Note and Schedules thereon, prepared as per Indian Accounting Standards, and the reports of the Board of Directors and Auditors thereon as circulated to Members be and are hereby approved and adopted.”

- To appoint a Director in place of Mr. Ajay Agarwal (DIN: 00200167), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ajay Agarwal (DIN: 00200167), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

B. SPECIAL BUSINESS:

- Approval of Material Related Party Transactions:**

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

“RESOLVED THAT pursuant to Regulation 2 (1) (zc), 23(4) and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) as amended from time to time, Section 2 (76), 188 and other applicable provisions of Companies Act, 2013 read with Rules thereunder (including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time) and other applicable laws/ statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval (s), permission (s) as may be required and based on the recommendation of the Audit Committee, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board”) which shall include Audit Committee or any other Committee constituted/ to be constituted from time to time by the Board, to exercise powers conferred under this resolution in suppression to all earlier resolutions passed the Material Related Party Transaction(s)/ Contracts(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or series of transactions) as detailed in the explanatory statement annexed herewith, with the following Related Parties for Sale, purchase of goods/ services on mutually agreed terms, provided that such transaction(s) / contract(s) / agreement(s) shall be carried out on arm’s length terms and in ordinary course of business.

Name of Related Party & Nature of Relationship	Estimated Transaction Value & Term
MSPL Unit 3 Private Limited, step down wholly owned subsidiary	₹ 18 Crores over a period of 3 years commencing from FY 2023-24
MSPL Unit 4 Private Limited, step down wholly owned subsidiary	₹ 15 Crores over a period of 3 years commencing from FY 2023-24
MSPL Unit 5 Private Limited, step down wholly owned subsidiary	₹ 15 Crores over a period of 3 years commencing from FY 2023-24

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**By Order of the Board of Directors
For MITCON Consultancy & Engineering Services Limited**

**Sd/-
Ms. Ankita Agarwal
Company Secretary
M. No: A49634**

**Date: 16th June, 2023
Place: Pune
Regd. Office: First Floor, Kubera Chambers, Shivajinagar, Pune - 411005**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 02/2022 dated May 05, 2022 and issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 AGM. 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 AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mitconindia.com. The Notice can also be accessed from the website of the National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM 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, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 2/2022 dated May 05, 2022 and MCA Circular No. 10/2022 dated December 28, 2022.
8. Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. Link Intime India Private Limited for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.
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. Members seeking any information with regard to the Accounts, are requested to write to the Company at cs@mitconindia.com at least seven (7) days prior to the date of the meeting, so as to enable the Management to keep the information ready at the meeting.
11. Members may note that the Notice of the 41st Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website www.mitconindia.com for their download.
12. The documents referred to in the notice of the AGM are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@mitconindia.com by Monday, 17 July, 2023.
13. 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. Friday, 14th July, 2023.
14. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the cutoff date, i.e. Friday, 23rd June, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or at cs@mitconindia.com or at pune@linkintime.co.in.
15. M.P. Sanghavi and Associates LLP, Company Secretaries 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. The Scrutinizer shall submit, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Company Secretary. The Company Secretary shall declare the results of the voting forthwith and the same shall be placed on the website of the Company i.e. www.mitconindia.com. The results shall also be immediately submitted to the National Stock Exchange of India Limited (NSE), Mumbai.
16. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
17. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/s Link Intime India Private Limited (Block No. 202, Akshay Complex, 2nd floor, near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001).

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

The remote e-voting period begins on Tuesday, 18th July, 2023 at 09:00 a.m. and ends on Thursday, 20th July, 2023 at 05:00 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. Friday, 14th July, 2023 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 Friday, 14th July, 2023.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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 company name or e-Voting service provider i.e. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.

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 022 - 4886 7000 and 022 - 2499 7000
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

B) Login Method for e-Voting and joining virtual meeting 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.
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.
4. 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***

5. 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.
6. 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button.
9. 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 whose 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 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 CS Pushpal Sanghavi at pushpal@mpsanghavi.com with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
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 no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting.nsdl.com

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@mitconindia.com.

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@mitconindia.com. If you are an Individual shareholders 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 ANNUAL GENERAL MEETING (AGM) ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING (AGM) THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 seven (7) days in advance mentioning their name demat account number/folio number, email id, mobile number at cs@mitconindia.com. The same will be replied by the company suitably.

SPEAKER REGISTRATION

Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@mitconindia.com on or before Monday, 17th July, 2023 till 05.00 p.m. (IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102 OF THE COMPANIES ACT, 2013

Statement with respect to items under Special business covered in the Notice of Meeting are given below:

ITEM NO. 3

As per Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, any transaction with related party, other than those in ordinary course of business and at arms-length terms, crossing the threshold mentioned therein requires prior approval of shareholders by way of an ordinary resolution. Further Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with effect from April 1, 2022 ('SEBI Listing Regulations'), mandates prior approval of shareholders through Ordinary Resolution for all Material Related Party Transactions i.e. such transactions to be entered into individually or taken together with previous transactions during a Financial year which exceeds INR 1000 crores (Rupees One Thousand Crore) or 10% (Ten Percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Pursuant to Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all existing material related party transactions entered into prior to 1st April 2022, and which are continuing beyond 1st April, 2022 shall require approval of the Members by way of Ordinary Resolution in the First General Meeting subsequent to 1st April, 2022.

Material Related Party Transactions proposed to be entered into with Step down wholly owned subsidiaries:

M/s. MSPL Unit 3 Private Ltd, M/s. MSPL Unit 4 Private Ltd and M/s. MSPL Unit 5 Private Ltd are step down wholly owned subsidiaries of the Company through M/s. MITCON Sun Power Limited. The said entities were incorporated as SPVs for setting up Solar Power Units. Since the said entities are Wholly Owned Step-down Subsidiaries, the requirement of seeking Shareholders approval under Act and Listing regulations is not applicable.

However, once the Solar Power Units of these entities become operative, the Company is expected to provide consultancy and project execution services and as part of process may divest part of its stake in the said Subsidiaries. Accordingly, at the time of providing services to the said entities, the exemption from obtaining prior approval of Shareholders for the related party transaction may not be available. It is estimated that the overall transaction value, on arms-length terms, once the Solar Power Units are operative, would be approximately up to 25% of the Annual Consolidated turnover of the listed entity over a period of 3 years and therefore may exceed materiality threshold under the Companies Act, 2013 and/or Listing Regulations.

Further, the shareholders of the Company vide resolution passed in the Annual General Meeting held on 22nd September 2022 has approved the related party transaction between the Company and M/s MSPL Unit 3 Private Limited of INR 15 Crores over a period of 3 years commencing from FY 2022-23. The said approval was however not acted upon due to some technical changes in the project. So, the Company in supersession to all the earlier resolutions passed, herewith puts forward the following resolution for approval of the Shareholders.

In view of above, as an abundant caution and with a view to facilitate execution of proposed transaction once Solar Power Units are operative with stake divestment process, it is proposed to seek Shareholders' approval pursuant to applicable provisions of the Act and/or Listing Regulations.

Relevant details of the proposed Material Related Party transaction as per Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as mentioned herein:

Name of Related Party	MSPL Unit 3 Private Limited	MSPL Unit 4 Private Limited	MSPL Unit 5 Private Limited
Nature of relationship	Step-down Wholly owned subsidiary through MITCON Sun Power Limited.		
Name of Director / KMP who is related party	Ms. Ankita Agarwal and Mr. Ram Mapari, being Directors of M/s MSPL Unit 3 Private Limited are interested in the resolution.		
Nature, material terms, monetary value and particulars of contracts or arrangements	Providing consultancy / project execution services / EPC to the Related Party up to an aggregate maximum monetary value of INR 15 Crores for over a period 3 financial years commencing from FY 2023-24 on mutually agreed terms on arms-length basis for MSPL Unit 4 Private Limited and MSPL Unit 5 Private Limited and INR 18 Crores for over a period 3 financial years commencing from FY 2023-24 on mutually agreed terms on arms-length basis for MSPL Unit 3 Private Limited.		
Any other relevant information	All relevant information is detailed in the Explanatory statement. Currently MSPL Unit 4 & MSPL Unit 5 does not have any revenue from operations as the same is expected once the Solar Power Units become operative.		

In compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013, approval of Members for the above Material Related Party Transactions is being sought by way of Ordinary Resolution.

The proposed related party transactions will contribute to continuous growth in business & profits of your Company and are/ would be in the interest of the Company. Hence, the Audit Committee & Board recommends the proposal for approval of the Shareholders by passing Ordinary Resolution as detailed in Item No. 3 of the Notice.

None of the Related Parties shall vote to approve the Ordinary resolution.

Ms. Ankita Agarwal and Mr. Ram Mapari, being Directors of M/s MSPL Unit 3 Private Limited is interested in the resolution.

Apart from the Interest of Directors & Key Managerial Personnel as disclosed above, none of the other Director, key managerial personnel and their relatives, are concerned or interested in the proposed resolution except to the extent of their directorship and shareholding in the Company.

**By Order of the Board of Directors
For MITCON Consultancy & Engineering Services Limited**

**Sd/-
Ms. Ankita Agarwal
Company Secretary
M. No: A49634**

**Date: 16th June, 2023
Place: Pune
Regd. Office: First Floor, Kubera Chambers, Shivajinagar, Pune – 411005**

ANNEXURE I

PROFILE OF DIRECTORS BEING APPOINTED / RE-APPOINTED

Details of Directors seeking appointment/ re appointment at the 41st Annual General Meeting in pursuance of provisions of the Companies Act, 2013 and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- To appoint a Director in place of Mr. Ajay Agarwal (DIN: 00200167), who retires by rotation and being eligible, offers himself for re-appointment.

SR. NO.	PARTICULARS	DETAILS OF DIRECTOR
1	Name of the Director	Mr. Ajay Agarwal
2	Date of Birth	13 th November, 1961
3	Nationality	Indian
4	Date of appointment on the Board	19 th September, 2018
5	Brief Profile/ Resume of Director	Mr. Ajay Agarwal has completed his MBA (Finance) from Jamnalal Bajaj Inst. of Mgmt., Mumbai, 1988 and B. Com from H. R. College, Mumbai. He worked as a Managing Director in Greater Pacific Capital Pvt Ltd. for the year 2010 to 2015. He also worked as a Head in ENAM Holdings Pvt Ltd for the year 2007-2010 and as an Executive Director Fund Management in ENAM Asset Management Co Pvt Ltd for the year 2002-2007 and he also worked as an Entrepreneur in DELTA Group for the year 1987-2002.
6	Years of experience & expertise	39 Years of experience in the field of Investment and Dis-investment, Proprietary Fund management, Risk management systems etc.
7	Details of Shareholding in the Company	1.1921%
8	Details of other Directorship & Membership of Committee of Board in Listed Entity	<p>Director in following Companies:</p> <ol style="list-style-type: none"> 1. Shrikhande Consultants Limited 2. MITCON Impact Asset Management Private Limited 3. Fundsguide India Private Limited <p>Membership in following Committee of the Board:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee
9	Relationship inter se with other Directors if any	Not related to any Director or Key Managerial Personnel of the Company

**By Order of the Board of Directors
For MITCON Consultancy & Engineering Services Limited**

Sd/-
Ms. Ankita Agarwal
Company Secretary
M. No: A49634

Date: 16th June, 2023
Place: Pune