

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

Registered Office : 1st Floor, Kubera Chambers, Shivajinagar, Pune - 411 005. Maharashtra (India)

Tel. : 91-020-2553 4322, 2553 3309. Fax : 91-020-2553 3206

E-mail : cs@mitconindia.com CIN : L74140PN1982PLC026933

Website : www.mitconindia.com

34TH ANNUAL GENERAL MEETING

NOTICE

NOTICE is hereby given that the Thirty-Fourth Annual General Meeting of the Members of **MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED** will be held on **Friday, 5th August, 2016 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 Balance Sheet as at 31st March, 2016, 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 on 31st March, 2016.
3. To appoint a Director in place of Mr. Anand Kusre (holding DIN 00818477), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Chiman Deshmukh (holding DIN 07131406), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify appointment of Statutory Auditors for the Financial Year 2016-17:

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 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, the members be and are hereby ratifies 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 (AGM) till the conclusion of the next AGM of the Company for the Financial Year ending on 31st March, 2017 on a remuneration as may be decided by the Board of Directors of the Company.”

B. Special Business :

6. Appointment of Mr. Ravi Tyagi (holding DIN 07270355) as a Director, liable to retire by rotation

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Ravi Tyagi (holding DIN 07270355), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 26, 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

Sd/-

**Madhav Oak
Company Secretary**

**Place: Pune
Date :27th May, 2016**

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 Explanatory Statement under Section 102 (1) of the Companies Act, 2013 is annexed herewith and forms an integral part of the notice. The relevant details as required under sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations) in respect of the Directors seeking appointment/ re-appointment under Item No. 3, 4 and 6 at the Annual General Meeting, are also annexed and forms an integral part of the notice. Requisite declarations have been received from the Directors for their appointment/ re-appointment.
3. The Register of Members and Share Transfer Books will remain closed from Friday, 29th July, 2016 till Friday, 5th August, 2016 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended 31st March, 2016 and the AGM.
4. 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 5th August, 2016.
5. 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.
6. 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.
7. 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.

8. 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.
9. The Notice of the AGM along with the Annual Report 2015-16 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.
10. 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.
11. 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.
12. Members may note that the Notice of the 34th Annual General Meeting and the Annual Report for 2015-16 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 Saturdays. 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.
13. 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 Saturdays, 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 the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 34th 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.
- IV. The remote e-voting period commences on 1st August, 2016 (9:00 a.m.) and ends on 4th August, 2016 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "MITCON Consultancy & Engineering Services Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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"

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below separately along with notice of AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28th July, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 28th July, 2016, may obtain the login ID and password by sending a request at “evoting@nsdl.co.in” or Company/RTA.
- 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” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. 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 cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Sridhar Mudaliar of 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.
- XIV. The Chairman 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.

- XV. 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 Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz www.mitconindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 6:

Mr. Ravi Tyagi (DIN 07270355) was appointed as an Additional Director with effect from 26th August, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013. Mr. Tyagi (DIN 07131406) will hold the office of a Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing along with requisite deposit from a Member under Section 160 of the Companies Act, 1956, proposing the candidature of Mr. Ravi Tyagi (DIN 07270355), as Director of the Company.

The Board feels that presence of Mr. Ravi Tyagi (DIN 07270355) on the Board is desirable and would be beneficial in the interest of the Company and hence recommend resolution No. 6 for adoption.

No Director, Key Managerial Personnel or their relatives, except Mr. Ravi Tyagi (DIN 07270355), to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

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

**Sd/-
Madhav Oak
Company Secretary**

**Place: Pune
Date :27th May, 2016**

PROFILE OF DIRECTORS BEING APPOINTED / RE-APPOINTED

Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

Name	:	Mr. Anand T. Kusre
Age	:	67 years
Qualifications	:	M. Tech. (Chem.)
Experience	:	He has over 27 years of experience in technology development and commercialization. He specialises in providing mentorship and guidance to start-ups, organizing entrepreneurship development programmes and providing consultancy services to small and medium enterprises, sectoral case studies (especially in the field of bio-technology), covering growth technology issues and policies.
Other Directorships	:	i) ITCOT Consultancy & Services Limited ii) IPCA Laboratories Limited iii) Entrepreneurship Development Center
Membership of Committees	:	
Name of the Company		Member of Committee
IPCA Laboratories Limited		Audit and Remuneration Committee
Mr. Kusre does not hold any shares in the Company.		

Name	:	Mr. Chiman Deshmukh
Age	:	46 years
Qualifications	:	B.E., MBA
Experience	:	He is an engineering graduate with additional qualification of MBA. He is having vast experience of more than 21 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 of SICOM Limited and also has rich experience with these ventures. He provides a strong blend of operational and financial control skills.
Other Directorships	:	Nil
Membership of Committees	:	Nil

Mr. Chiman Deshmukh does not hold any shares in the Company.

Name	:	Mr. Ravi Tyagi
Age	:	45 years
Qualifications	:	B. Tech, Mechanical Engineering, Executive MBA, CAIIB (Certified Associate of Indian Institute of Bankers)
Experience	:	<p>He is having about 25 years of professional experience in industry and financial sector. He has exposure in development finance as well as core lending and equity/ risk capital investments at corporate and field level in Small Industries Development Bank of India (SIDBI). He is instrumental in introducing and growing several successful credit and risk capital products in SIDBI. He has also experience of managing the fund of fund operations as also serving on Investment committees of VC funds. He is having core domain skills include fair appreciation of MSME needs, credit and equity investment processes, cluster interventions, rating & due diligence processes, product design, market engagement, dealing with regulators, multilateral Institutions and government agencies.</p> <p>He also holds rich Institutional building experience of heading and setting up the SME Exchange of National Stock Exchange (NSE) and ensuring successful launch of the Exchange with SME IPOs and orderly trading operations.</p> <p>He also worked with Oil & Natural Gas Corporation Ltd (ONGC).</p>
Other Directorships	:	Nil
Membership of Committees	:	Nil
Mr. Tyagi does not hold any shares in the Company.		

ATTENDANCE SLIP
(To be presented at the entrance)

I/We hereby record my/our presence at **Thirty-Fourth Annual General Meeting** of the Company held on, **Friday, 5th August, 2016**, 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.

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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 34th Annual General Meeting of the Company to be held on Friday, 5th August, 2016 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 Balance Sheet as at 31 st March, 2016, 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 on 31 st March, 2016.		
3. To appoint a Director in place of Mr. Anand Kusre (holding DIN 00818477), who retires by rotation and being eligible, offers himself for re-appointment.		
4. To appoint a Director in place of Mr. Chiman Deshmukh (holding DIN 07131406), who retires by rotation and being eligible, offers himself for re-appointment.		
5. To ratify 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 (AGM) till the conclusion of the next AGM of the Company for the Financial Year ending on 31 st March, 2017 and fixing their remuneration.		
Special Business		
6. Appointment of Mr. Ravi Tyagi (holding DIN 07270355) as a Director, liable to retire by rotation.		

Signed this _____ day of _____, 2016.

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 34th 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, you Proxy will be entitled to vote in the manner as he/she thinks appropriate.



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