MITCON/Secretarial/2024-25/10 8th May, 2024

To
National Stock Exchange India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051

COMPANY NAME: MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

NSE SYMBOL: MITCON

Subject: Submission of Draft Letter of Offer for the proposed Rights Issue of Equity Shares for Issue size not exceeding Rs. 3,500 Lakhs to the Eligible Equity Shareholders of MITCON Consultancy & Engineering Services Limited under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Dear Sir / Madam,

In furtherance of the outcome of the Board meeting held on Thursday, April 18, 2024 approving the Draft Letter of Offer for Issue of Equity Shares aggregating up to an Issue Size of Rs. 3,500 Lakhs, by way of a rights issue to the eligible equity shareholders of the Company ("**Rights Issue**"), in accordance with the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations. The Company has also applied to the Stock Exchanges for seeking in-principle approval for the proposed Issue on Wednesday, May 08, 2024.

A copy of the Draft Letter of Offer, as filed with the Stock Exchange is attached herewith.

Kindly take the above information on your records.

Thanking You

Yours faithfully
For MITCON Consultancy & Engineering Services Limited

Ms. Ankita Agarwal
Company Secretary &
Sr. Vice President (Compliance & Legal)

Encl: As above

(Scan QR to view DLOF)

Draft Letter of Offer
Dated: April 18, 2024
For Eligible Equity Shareholders only

MITCON Consultancy & Engineering Services Limited

Our Company was incorporated as "Maharashtra Industrial And Technical Consultancy Organisation Limited" on April 16, 1982, under the Companies Act, 1956 with the Registrar of Companies, Bombay, and we received our Certificate for Commencement of Business on December 4, 1982. Subsequently, the name of our Company was changed to "MITCON Consultancy Services Limited" on September 7, 2000 and thereafter to "MITCON Consultancy & Engineering Services Limited" and a fresh certificate of incorporation consequent to the change of name was granted to our Company on October 15, 2010 by the Registrar of Companies, Pune. The registered office of our Company is Kubera Chambers, Shivaji Nagar, Pune 411005, Maharashtra, India.

Registered Office: Kubera Chambers, Shivaji Nagar, Pune 411005, Maharashtra, India.
Contact person: Ankita Agarwal, Company Secretary & Compliance Officer
Telephone: 020 – 25534322 / 25533309 | **E-mail id:** cs@mitconindia.com I **Website**: www.mitconindia.com
Corporate Identity Number: L74140PN1982PLC026933

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED (OUR "COMPANY" OR THE "ISSUER" ONLY)

ISSUE OF UP TO [•] PARTLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹[•] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[•] PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING UP TO ₹ 3,500 LAKHS# ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [•] EQUITY SHARE FOR EVERY [•] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS [•] (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [•] TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 244.

#*Assuming full subscription and receipt of all Call Monies with respect to Right Shares.*

PAYMENT METHOD FOR THE ISSUE

AMOUNT PAYABLE PER RIGHTS EQUITY SHARE	FACE VALUE (Rs.)	PREMIUM (Rs.)	TOTAL (Rs.)
On Application	[•]	[•]	[•]
One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time	[•]	[•]	[•]
Total	[•]	[•]	[•]

WILFUL DEFAULTERS

Neither our Company nor or any of our Directors have been declared as Wilful Defaulters or Fraudulent Borrowers by the RBI or any other government authority.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of the investors is invited to "Risk Factors" beginning on page 19.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares are listed on National Stock Exchange of India Limited ((the "Stock Exchange"). Our Company has received 'in-principle' approval from the NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide letter dated [•]. Our Company will also make application to the Stock Exchange to obtain its trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is NSE.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE
SRUJAN ALPHA CAPITAL ADVISORS LLP **Registered Address:** 112A, 1st floor, Arun Bazar, S.V. Road, Beside Bank of India, Malad (West), Mumbai - 400 064 **Correspondence Address**: 824 & 825, Corporate Avenue, Sonawala Rd, Opposite Atlanta Centre, Sonawala Industry Estate, Goregaon, Mumbai - 400 063 **Tel:** +91 022-46030709 **Contact Person:** Jinesh Doshi **E-mail:** mitcon.rightsissue@srujanalpha.com **Investor grievance email:** partners@srujanalpha.com **Website:** www.srujanalpha.com **SEBI Registration Number:** INM000012829	**LINK INTIME INDIA PRIVATE LIMITED** **Registered Address**: C 101, 1st Floor, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai -400083, Maharashtra **Tel:** +91 810 811 4949 **Contact Person:** Shanti Gopalakrishnan **Email:** mitcon.rights2024@linkintime.co.in **Investor grievance email:** mitcon.rights2024@linkintime.co.in **Website:** www.linkintime.co.in **SEBI Registration Number:** INR000004058

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON#
[•]	[•]	[•]

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

#Our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

This page has been intentionally left blank.

TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalized terms used in this Draft Letter of Offer shall have the meaning as defined hereunder. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

*The words and expressions used in this Draft Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, SEBI Listing Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "**Statement of Special Tax Benefits**" and "**Financial Information**" beginning on pages 65 and 127 respectively, shall have the meaning given to such terms in such sections.*

General Terms

Term	Description
"Company", "our Company", "the Company", "the Issuer", "We", "our", "us", or "MCESL"	Unless the context otherwise requires, indicates or implies or unless otherwise specified, our Company, MITCON Consultancy & Engineering Services Limited, a company incorporated in India under the Companies Act, 1956, having its registered at Kubera Chambers, Shivaji Nagar, Pune - 411005, Maharashtra, India.

Company Related Terms

Term	Description
Articles of Association or Articles	The articles of association of our Company, as amended from time to time.
Associate Company/ Joint Venture/ JV Company	Associate company of our Company as on the date of this Draft Letter of Offer, MITCON Nature Based Solutions Limited.
Audit Committee	The Committee of the Board of Directors constituted as our Company's Audit Committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013.
Audited Consolidated Financial Statements	The audited consolidated financial statements of our Company for the financial year ended March 31, 2023, which comprise of the consolidated balance sheet as of March 31, 2023, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement, the consolidated statement of changes in equity for the year ended March 31, 2023, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information. For details, see "***Financial Information***" on page 127 of this Draft Letter of Offer.
Board/ Board of Directors/ Directors	The Board of Directors of our Company as appointed from time to time.
Chief Financial Officer	The Chief Financial Officer of our Company, viz. Mr. Ram Mapari.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, viz. Ms. Ankita Agarwal.
Equity Shareholders	Holders of Equity Share(s), from time to time.
Equity Shares	Equity shares of face value of ₹10 each of our Company.
ESOP 2021	Employee Stock Option Plan 2021. For details, see "***Capital Structure***" on page 44.
Executive Director	Managing Director/ Whole-time Director/ Executive Director on our Board.
Financial Statements	Our Audited Consolidated Financial Statements together with our Limited Reviewed Financial Results on Consolidated basis.
Independent Director(s)	Independent Directors on the Board, who are eligible to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, please refer to "***Our Management***" beginning on page 122.
Key Managerial Personnel	The key managerial personnel of our Company as per the definition provided in Regulation 2(1) (bb) of the SEBI ICDR Regulations.

Term	Description
Limited Reviewed Financial Results	The Limited Review Unaudited Financial Results on Consolidated basis for the nine-month period ended December 31, 2023, prepared in accordance with the Companies Act and SEBI Listing Regulations. For details, see "***Financial Information***" on page 127.
Managing Director	The Managing Director of our Company, Mr. Anand Chalwade. For details, see "***Our Management***" beginning on page 122.
Materiality Policy for Litigation	A policy adopted by our Company for identification of material litigation(s) for the purpose of disclosure of the same in this Draft Letter of Offer.
Material Subsidiary	Subsidiaries whose income or net worth exceeds 20% of the consolidated income or net worth of our Company in the immediately preceding accounting year, i.e., Financial Year 2023, being: • MITCON Credentia Trusteeship Services Limited • Shrikhande Consultants Limited (Formerly known as Shrikhande Consultants Private Limited) • Krishna Windfarms Developers Private Limited
Memorandum of Association/ MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board, as described in "***Our Management***" beginning on page 122.
Non-Executive Director(s)	Non-executive Non-Independent Director of our Company. For details, see "***Our Management***" on page 122.
Registered Office	Registered office of our Company at Kubera Chambers, Shivaji Nagar, Pune -411005, Maharashtra, India.
Registrar of Companies/ RoC	The Registrar of Companies, Pune, situated at PCNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411044, Maharashtra, India
Senior Management	Senior management of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "***Our Management***" on page 122.
Subsidiaries	• MITCON Credentia Trusteeship Services Limited • Shrikhande Consultants Limited
Statutory Auditors	The current statutory auditors of our Company, namely, M/s J Singh & Associates Chartered Accountants.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in "***Our Management***" beginning on page 122.
Wholly Owned Subsidiary / WOS	• MITCON Sun Power Limited • MITCON Biofuel and Green Chemistry Private Limited • MITCON Envirotech Limited • MITCON Forum for Social Development • MITCON Advisory Services Private Limited • Krishna Windfarms Developers Private Limited

Issue Related Terms

Term	Description
Abridged Letter of Offer/ ALOF	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013.
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allotment/ Allot/ Allotted	Allotment of Rights Equity Shares pursuant to the Issue
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●].
Allotment Account(s)	The account(s) to be opened with the Banker(s) to this Issue, into which the amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be Allotted the Rights Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment Date / Date of	Date on which the Allotment is made pursuant to this Issue.

Term	Description
Allotment	
Allotment/Allot/Allotted	Allotment of Rights Equity Shares pursuant to the Issue.
Allottee(s)	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue.
Applicant(s)/ Investors	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process used by an Investor to make an application for the Allotment of Rights Equity Shares.
Application Money	Amount payable at the time of Application, i.e., ₹[●] per Rights Equity Share in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount or ASBA	Application (whether physical or electronic) used by an ASBA Investor to make an application authorizing the SCSB to block the Application Money in a the ASBA Account maintained with the SCSB.
ASBA Account	Account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application. in case of Eligible Equity Shareholders, as the case may be.
ASBA Applicant/ ASBA Investor(s)	Eligible Equity Shareholders proposing to subscribe to the Issue through ASBA process.
Banker(s) to the Issue	Together, the Escrow Collection Bank, the Allotment Account Bank and Refund Bank, in this case being [●]
Banker to the Issue Agreement	Agreement dated [●] entered into by and amongst our Company, the Registrar to the Issue, the Lead Manager and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors making an application for the Rights Equity Shares.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "***Terms of the Issue***" beginning on page 244.
Call(s)	The notice issued by our Company to the holders of the Rights Equity Shares as on the Call Record Date for making a payment of the Call Monies.
Call Money(ies)	The balance amount payable by the holders of the Rights Shares pursuant to the Payment Schedule, being ₹ [●] per Rights Equity Share after payment of Application Money as may be decided by the Board of Directors from time to time.
Call Record Date	A record date fixed by our Company for the purpose of determining the names of the holders of Rights Equity Shares for the purpose of issuing of the Call.
Controlling Branches /Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Registrar to the Issue and the Stock Exchanges, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Demographic Details	Details of Investors including the Investor's address, PAN, DP ID, Client ID, bank account details and occupation, where applicable.
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Stock Exchange	National Stock Exchange of India Limited i.e. NSE
Depository (ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Draft Letter of Offer or DLOF	This draft letter of offer to be filed with the Stock Exchange and submitted with the SEBI in accordance with the SEBI ICDR Regulations.
Eligible Equity Shareholder(s)	Holder(s) of the Equity Shares of our Company as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see "***Notice to Investors***" beginning on page 10.
Equity Shareholder(s) /Shareholders	Holder(s) of the Equity Shares of our Company.
Escrow Account	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors – eligible equity

Term	Description
	shareholders as on record date making an Application through the ASBA facility
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●]
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Company or person, as the case may be, categorized as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrower issued by RBI as defined under Regulations 2(1)(lll) of the SEBI ICDR Regulations
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) and / or Renouncee(s) who are entitled to apply or make an application for the Equity Shares pursuant to the Issue in terms of the Letter of Offer.
ISIN	International securities identification number i.e., INE828O01033
Issue / Rights Issue	Issue of up to [●] Equity Shares of face value of ₹10 each of our Company for cash at a price of ₹[●] per Rights Equity Share aggregating up to ₹ 3,500 Lakhs* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. [●] On Application, Investors will have to pay ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price and the balance ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price, must be paid, on one or more subsequent Call(s), as determined, from time to time, by our Board or any duly constituted committee at their sole discretion. **Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares.*
Issue Agreement	Issue Agreement dated April 10, 2024 between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	[●]
Issue Materials	Collectively, this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form and Rights Entitlement Letter and any other material relating to the Issue
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, in accordance with the SEBI ICDR Regulations
Issue Price	₹ [●] per Equity Share On Application, Investors will have to pay ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price and the balance ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on one more additional calls as may be decided by the Board from time to time.
Issue Proceeds or Gross Proceeds	The gross proceeds raised through the Issue
Issue Size	The issue of up to [●] Rights Equity Shares for cash at a price of ₹[●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Shares) aggregating up to ₹ 3,500 lakhs# *# Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares.*
Lead Manager	Srujan Alpha Capital Advisors LLP
Letter of Offer	The final letter of offer to be filed with the Stock Exchange and submitted with SEBI for information and dissemination on the SEBI's website
Listing Agreement	The listing agreement entered into between our Company and the Stock Exchange in terms of the SEBI Listing Regulations
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However, supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to "***Objects of the Issue***" beginning on page 46.
Non-Institutional Investors	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a Depository Participant in accordance with the SEBI ICDR Master Circular and the circulars issued by the Depositories, from time to time, and

<table>
<tr><th>Term</th><th>Description</th></tr>
<tr><td></td><td>other applicable laws</td></tr>
<tr><td>On Market Renunciation</td><td>The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stockbroker in accordance with the SEBI ICDR Master Circular and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●]</td></tr>
<tr><td>Payment Schedule</td><td>The payment schedule in relation to the Issue price of the Rights Equity Shares is as follows:
<table>
<tr><th>Amount payable per rights equity share</th><th>Face value (₹)</th><th>Premium(₹)</th><th>Total (₹)</th></tr>
<tr><td>On Application(1)</td><td>[●]</td><td>[●]</td><td>[●]</td></tr>
<tr><td>One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time(2)</td><td>[●]</td><td>[●]</td><td>[●]</td></tr>
<tr><td>Total</td><td>[●]</td><td>[●]</td><td>[●]</td></tr>
</table>
(1) Constitutes [●]% of the Issue Price.
(2) Constitutes [●]% of the Issue Price
For further details, see "Terms of the Issue" on page 244.</td></tr>
<tr><td>Qualified Institutional Buyers or QIBs</td><td>Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations</td></tr>
<tr><td>Record Date</td><td>Designated date for the purpose of determining the Eligible Equity Shareholders eligible to apply for Rights Equity Shares, being [●]</td></tr>
<tr><td>Refund Bank(s)</td><td>The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]</td></tr>
<tr><td>Registrar to the Issue / Registrar to the Company/Registrar</td><td>Link Intime India Private Limited, situated at, C 101, 1st Floor, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai -400083, Maharashtra.</td></tr>
<tr><td>Registrar Agreement</td><td>Agreement dated April 10, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.</td></tr>
<tr><td>Renouncee(s)</td><td>Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation</td></tr>
<tr><td>Renunciation Period</td><td>The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date</td></tr>
<tr><td>Retail Individual Bidders(s)/Retail Individual Investor(s)/ RII(s)/RIB(s)</td><td>An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹2,00,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations</td></tr>
<tr><td>RE ISIN</td><td>ISIN for Rights Entitlement i.e. [●]</td></tr>
<tr><td>Rights Entitlement Letter</td><td>Letter including details of Rights Entitlements of the Eligible Equity Shareholders.</td></tr>
<tr><td>Rights Entitlement(s)</td><td>Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder, on the Record Date, excluding any fractional entitlements.
The Rights Entitlements with a separate ISIN: [●] will be credited to the respective demat account of Eligible Equity Shareholder before the Issue Opening Date, against the Equity Shares held by the Eligible Equity Shareholders as on the Record Date</td></tr>
<tr><td>Rights Equity Shares</td><td>Equity Shares of our Company to be Allotted pursuant to this Issue.</td></tr>
<tr><td>SEBI Rights Issue Circulars</td><td>SEBI Circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, read with SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.</td></tr>
<tr><td>Self-Certified Syndicate Banks /SCSB(s)</td><td>Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int mId=34</td></tr>
<tr><td>Stock Exchange</td><td>The stock exchange where the Equity Shares of our Company are presently listed, being National Stock Exchange of India Limited ("NSE")</td></tr>
<tr><td>Transfer Date</td><td>The date on which the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the</td></tr>
</table>

Term	Description
	Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter	Company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI.
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI

Business and Industry Related Terms

Term	Description
WEO	World Economic Outlook
IMF	International Monetary Fund
RBI	Reserve Bank of India
CEA	Central Electricity Authority
TCO	Technical Consultancy Organisation
TERI	The Energy and Resource Institute
GW	Giga Watts
MW	Mega Watts
MMT	Million Metric Tonne
GWP	Giga Watt Peak
TPD	Ton Per Day
NISE	National Institute of Solar Energy
COP	Conference of The Parties
TOPCON	Tunnel Oxide Passivated Contact
IHA	International Hydropower Association
RE	Renewable Energy
CFA	Central Financial Assistance
RTS	Rooftop Solar
GEC	Green Energy Corridors
JSW	Jindal South West
PV	Photovoltaic
SIGHT	Strategic Interventions for Green Hydrogen Transition
UCO	Used Cooking Oil
RUCO	Repurpose Used Cooking Oil.
OMC	Oil Marketing Companies
PPAC	Petroleum Planning and Analysis Cell
KLPD	Kilo Liters Per Day
SAF	Sustainable Aviation Fuel
MOPNG	Ministry Of Petroleum and Natural Gas
SIM	Skill India Mission
MSDE	Ministry of Skill Development and Entrepreneurship
ITI	Industrial Training Institutes
PMKVY	Pradhan Mantri Kaushal Vikas Yojana
JSS	Jan Shikshan Sansthan
NAPS	National Apprenticeship Promotion Scheme
CTS	Craftsmen Training Scheme
NIP	National Infrastructure in Pipeline
FMCG	Fast Moving Consumer Goods
PLISMBP	Production Linked Incentive Scheme for Millet-Based Products
SBM	Swachh Bharat Mission
ODOP	One District One Product
PMFME	Pradhan Mantri Formalisation of Micro Food Processing Enterprises
RTC	Ready-To-Cook

Term	Description
RTE	Ready-To-Eat
SHG	Self Help Groups
NABCON	NABARD Consultancy Services
MoFPI	Ministry of Food Processing Industries
CBAM	Carbon Border Adjustment Mechanism

Conventional and General Terms/Abbreviations

Term	Description
₹, Rs., Rupees or INR	Indian Rupees
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AY	Assessment year
CAGR	Compound annual growth rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate identity number
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the rules made thereunder
Companies Act, 2013/ Companies Act	Companies Act, 2013 along with the rules made thereunder
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CrPC	Code of Criminal Procedure, 1973
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant's identification
DTAA	Double Taxation Avoidance Agreement
EBITDA	Profit/(loss) before tax for the year adjusted for income tax expense, finance costs, depreciation and amortization expense, as presented in the statement of profit and loss
EGM	Extra-Ordinary General Meeting
EPS	Earnings per Equity Share
FCNR Account	Foreign currency non-resident account
FDI Circular 2020	Consolidated FDI Policy dated October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal Year or Fiscal/FY	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FIR	First information report
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
GoI or Government	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
Income Tax Act	Income-tax Act, 1961
Ind AS	Indian accounting standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended

Term	Description
IFRS	International Financial Reporting Standards
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
ITAT	Income Tax Appellate Tribunal
LTV	Loan to value ratio
MCA	Ministry of Corporate Affairs
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
Net Asset Value per Equity Share or NAV per Equity Share	Net Worth/ Number of Equity shares subscribed and fully paid outstanding as at March 31
Net Worth	Aggregate of Equity Share capital and other equity
NBFC	Non-banking financial companies
NPA(s)	Non-performing assets
NRE Account	Non-resident external account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO Account	Non-resident ordinary account
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 03, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
PAN	Permanent Account Number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Rights Issue Circulars	SEBI circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
Stock Exchange	NSE
STT	Securities transaction tax
Supreme Court	Supreme Court of India
TAT	Turnaround time
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
U.S.$, USD or U.S. dollar	United States Dollar, the legal currency of the United States of America
U.S. Investment Company Act	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulation S)
U.S. QIB	Qualified Institutional Buyer as defined in Rule 144A
USA, U.S. or United States	United States of America

Term	Description
U.S. SEC	U.S. Securities and Exchange Commission
U.S. Securities Act or Securities Act	U.S. Securities Act of 1933, as amended
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
WHO	World Health Organization

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form, Rights Entitlement Letter and other issue materials and the issue of Rights Entitlement and Rights Equity Shares on a right basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form or other Issue material may come are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will send/dispatch this Draft Letter of Offer/ Letter of Offer/ Abridged Letter of Offer, Application Form, Rights Entitlement and other Issue material Letter through email and courier only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. This Draft Letter of Offer will be provided, through email and courier, by the Registrar, on behalf of our Company, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

In case the Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, and the Application Form will be sent only to their valid e-mail address, and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Investors can also access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, and the Stock Exchange.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with the Stock Exchange for observations and submitted to SEBI for disclosure purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer or the Abridged Letter of Offer will not constitute an offer, invitation to or solicitation by anyone in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer, Letter of Offer, and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer, or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction and India, without the requirement for our Company or our affiliates or the Lead Manager or its affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in "***Other Regulatory and Statutory Disclosures***" on page 238. Our Company, in consultation with the lead manager, the Registrar, or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete, or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and other Issue material nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer, Letter of Offer, and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX, FINANCIAL OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE ISSUE OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR

OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE ISSUE OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS.

IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGER OR THEIR RESPECTIVE AFFILIATES ARE MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions. The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold or resold or otherwise transferred within the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Rights Entitlements (including their credit) and the equity shares are only being offered and sold outside the United States in offshore transactions in reliance on regulations under Regulation S of the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy or transfer any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Draft Letter of Offer/ Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation or purchase of the Equity Shares and/ or Rights Entitlements from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer of securities under this Draft Letter of Offer, and all persons subscribing for the Rights Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Draft Letter of Offer/ Letter of Offer/ Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an address in India. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not, and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that the Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

The Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the "**US SEC**"), any other federal or any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Draft Letter of Offer.

Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants/ Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under the applicable laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

All references to "India" contained in this Draft Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Letter of Offer has been derived from our Audited Consolidated Financial Statements and Limited Review Consolidated Financial Results. For details, please see "***Financial Information***" beginning on page 127 of this Draft Letter of Offer. Our Company's financial year commences on April 01 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Government of India has adopted the Indian accounting standards ("**Ind AS**"), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board ("**IFRS**") and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the "**Ind AS Rules**"). The Financial Statements of our Company have been prepared in accordance with Ind AS and recognition and measurement principles laid down in Ind AS 34 prescribed under the Section 133 of the Companies Act 2013 and Regulation 33 of SEBI Listing Regulations. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

Unless otherwise stated, the financial numbers stated in this Draft Letter of Offer are derived from the Audited Financial Statements and /or the Limited Reviewed Financial Information.

The Audited Financial Statements of our Company have been prepared in accordance with Ind AS, as prescribed under Section 133 of Companies Act read with the Ind AS Rules and other the relevant provisions of the Companies Act and in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised), 2019, issued by the ICAI. Our Company publishes its financial statements in Rupees in Lakhs.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in the Financial Statements in whole numbers and in this Draft Letter of Offer in "lakh" units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Letter For further information, see "***Financial Information***" beginning on page 127.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Draft Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Letter of Offer in "lakh" or "Lac" units or in whole numbers. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in "***Risk Factors***", "***Our Business***", "***Management's Discussion and Analysis of Financial Conditions and Results of Operation***" beginning on pages 19 and 225 and elsewhere, unless otherwise indicated, have been calculated based on our Financial Information.

Exchange Rates

This Draft Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

(in ₹)

Name of the Currency	As of December 31, 2023	As of March 31, 2023	As of March 31, 2022
United States Dollar	83.11	82.22	75.81

(Source: https://www.rbi.org.in/scripts/ReferenceRateArchive.aspx)

Note: In case March 31 of any of the respective years / period or December 31 is a public holiday, the previous Working Day not being a public holiday has been considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but the accuracy and completeness of such information are not guaranteed, and their reliability cannot be assured. This information is subject to change and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Although we believe the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors***" beginning on page 19 of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

In this Draft Letter of Offer, we have included statements, which contain words or phrases such as "will", "may", "aim", "is likely to result", "believe", "expect", "continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

Actual results may differ materially from those suggested by the forward looking-statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, the competition in our industry and markets, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, performance of the financial markets in India and globally, changes in laws, regulations and taxes, the incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Our clients may operate in sectors which are adversely impacted by climate change which could consequently impact our business;
- The financial stability of our clients may be affected owing to several factors such as demand and supply challenges, currency fluctuations, regulatory sanctions, geo-political conflicts and other macroeconomic conditions which may adversely impact our ability to recover fees for the services rendered to them.;
- Intense competition in the market for engineering consultancy services could affect our win rates and pricing, which could reduce our market share and decrease our revenues and our profits;
- Our business will suffer if we fail to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and in the industries on which we focus;
- Our expenses are people centric and fixed in nature, which could cause fluctuations to our profitability;
- Our success depends largely upon our highly skilled professionals and our ability to hire, attract, motivate, retain and train these personnel;
- Some of our failure to complete fixed-price and fixed-timeframe contracts, or transaction-based pricing contracts, within budget and on time, may negatively affect our profitability;
- Some of our client contracts can typically be terminated without cause, which could negatively impact our revenues and profitability;
- Some of our client contracts are often conditional upon our performance, which, if unsatisfactory, could result in lower revenues than previously anticipated;
- Our work with governmental agencies may expose us to additional risks;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- Occurrence of natural calamities or natural disasters affecting the areas in which our Company has operations;
- Changes in the policies of the government of India or political instability may adversely affect economic conditions in India generally, which could impact our business and prospects, and
- General, political, economic, social and business conditions in India and other global markets.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, please refer to "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Position and Results of Operations***" beginning on pages 19 and 225 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct.

Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward looking statements reflect the current views of our Company as of the date of this Draft Letter of Offer and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although, we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including, "***Risk Factors***", "***Objects of the Issue***", "***Our Business***" and "***Outstanding Litigation and Defaults***" beginning on pages 19 and 46, 130 and 230 respectively.

Primary Business of our Company

We are an ISO 9001:2015 certified Company offering concept to commissioning solutions for various businesses for last 40+Years. We have experience in multiple industry verticals include Energy Transition, Renewables, Biofuels, Skill Development, Environment Management and Engineering, and Business Advisory Services. We endeavor in our work to contribute to Sustainable Development Goals (SDGs) which are important for realizing a sustainable society. Our Engineering and Consultancy Services include ESG Reporting, Sustainability Reporting, Climate Change Mitigation & Adaptation, Carbon Neutrality & Net Zero and Carbon Credits & Trading.

For further details, please see chapter titled "***Our Business***" beginning on page 130.

Objects of the Issue

The details of the Net Proceeds are summarized in the table below:

(in ₹ Lakhs)

Particulars	Amount
Gross Proceeds from the Issue#	Up to 3,500
Less: Issue related expenses	[●]
Net Proceeds of the Issue	**[●]**

#Assuming full subscription, allotment and receipt of Call Monies with respect to the Rights Equity Shares.
**The issue size shall aggregate up to ₹ 3,500 lakhs. If there is any reduction in the amount on account of or at the time of finalisation of issue price, the same will be adjusted against General Corporate Purpose.*

The Net Proceeds are proposed to be used in the manner set out in the following table:

(in ₹ Lakhs)

Particulars	Amount*
Investment in its Wholly Owned Subsidiary Company viz. MITCON Sun Power Limited;	591.00
To finance the upgradation of Environment Laboratory;	53.09
Investment in its Joint Venture Company viz. MITCON Nature Based Solutions Limited;	243.00
To invest in Front End Engineering Design Development;	149.91
To finance the acquisition of instruments for training;	21.60
To carry out the capital expenditure for refurbishment of office space;	130.87
Part-funding the incremental working capital requirements and	1250.00
General corporate purposes*	**[●]**
Total Net Proceeds	**[●]**

#To be finalized on determination of the Issue Price and updated in the Letter of Offer prior to filing with the Stock Exchange and submitted with SEBI. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.
**Assuming full subscription, allotment and receipt of Call Monies with respect to the Rights Equity Shares.*

For further details, please see chapter titled "***Objects of the Issue***" beginning on page 46.

Intention and extent of participation by our Promoters and Promoter Group shareholders

Our Company is a professionally managed company and does not have an identifiable promoter either in terms of the SEBI ICDR Regulations or the Companies Act, 2013.

The minimum subscription criteria provided under regulation 86(1) of the SEBI ICDR Regulations shall apply. Therefore, in accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates as prescribed under the applicable laws.

Risk Factors

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares of the Company, material litigations which impact the business of the Company and other economic factors please refer to "***Risk Factors***" beginning on page 19.

Outstanding litigation and defaults

A summary of the outstanding legal proceedings involving our Company as on the date of this Draft Letter of Offer is set forth in the table below:

Particulars	Criminal Matters	Matters involving material violations of statutory regulations	Economic offences where proceedings have been initiated against our Company	Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold and other pending matters, which if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Tax Proceedings	Aggregate amount involved (₹ in lakhs)
Against the Company	1	Nil	Nil	3	1	48.40
By the Company	2	Nil	Nil	4	-	60.44*
Against the Subsidiary (including step-subsidiary)	Nil	Nil	Nil	2	2	Not Ascertainable
By the Subsidiary (including step-subsidiary)	1	Nil	Nil	1	-	256.29**

** Includes 4 Civil Litigations wherein no financial liability is ascertainable at this stage.*
*** Includes 1 Civil Litigation wherein no financial liability is ascertainable at this stage.*

Contingent liabilities

For details regarding our contingent liabilities as per Ind AS 37 for the Financial Year 2023 and Financial Year 2022, please see the section entitled "***Financial Statements***" on page 127.

Related Party Transactions

For details regarding our related party transactions, please see "***Audited Financial Statements***" on pages 127.

Issue of equity shares made in last one year for consideration other than cash

Our Company has not made any issuances of Equity Shares in the last one year for consideration other than cash.

Split/ Consolidation of Equity Shares in the last one year

Our Company has not made any split or consolidation of its Equity Shares in the last one year.

SECTION II: RISK FACTORS

*An investment in equity shares involves a high degree of risk. You should carefully consider all the information disclosed in this Draft Letter of Offer, including the risks and uncertainties described below and the "Financial Statements" on page 127 of this Draft Letter of Offer, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with "**Our Business**", "**Industry Overview**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 103, 71 and 224, respectively, as well as the other financial information included in this Draft Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.*

However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.

*This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, please refer to "**Forward Looking Statements**" beginning on page 15 of this Draft Letter of Offer.*

*Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results included in this Draft Letter of Offer. For further information, please refer to "**Financial Statements**" beginning on page 127 of this Draft Letter of Offer. In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to MITCON Consultancy & Engineering Services Limited.*

INTERNAL RISK FACTORS

1. ***Our Company and its Subsidiaries are subject to litigations, which, if determined adversely, may affect our business and financial condition.***

   Our Company and its Subsidiaries are currently involved in certain litigations in India. We cannot assure you that such proceedings will be decided in favour of our Company. Any adverse decision in such proceedings may render our Company to pay penalties. Additionally, during the course of our business we are subject to risk of litigation in relation to contractual obligations, employment and labour law related, related to tax proceedings, civil litigation etc.

   A classification of the outstanding proceedings is given in the following table;

Particulars	Criminal Matters	Matters involving material violations of statutory regulations	Economic offences where proceedings have been initiated against our Company	Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold and other pending matters, which if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Tax Proceedings	Aggregate amount involved (₹ in lakhs)
Against the Company	1	Nil	Nil	6	1	48.40
By the Company	2	Nil	Nil	4	-	60.44*

Against the Subsidiary (including step-subsidiary)	Nil	Nil	Nil	2	2	Not Ascertainable
By the Subsidiary (including step-subsidiary)	1	Nil	Nil	1	-	256.29**

** Includes 4 Civil Litigations wherein no financial liability is ascertainable at this stage.*
*** Includes 1 Civil Litigation wherein no financial liability is ascertainable at this stage.*

We may be required to devote management and financial resources in the defense or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition. For further details, please refer to the section "***Outstanding Litigation and Defaults***" beginning on page 230.

2. ***Any disruption, shutdown or breakdown of operations at Solar Plants and Solar Park operated by our Subsidiary Company may have a material adverse effect on our business, financial condition and results of operations.***

As on the date of this Draft Letter of Offer, we operate 2 Solar Plants situated at (i) Jamkhed Dist-Ahmednagar (ii) Sonalwadi Tal-Sangola, Dist Solapur and 1 Solar Park situated at (i) Kini, Tal-Akkalkot, Dist-Solapur (total combined capacity of 24.9 MW) through our Subsidiary Companies. At our above said locations, we undertake generation of power for Solar Energy Corporation of India and group/captive use by commercial/industrial consumers. Our business is dependent upon our ability to manage our Solar Plants and Park, which are subject to various operating risks, including those beyond our control, such as the breakdown, failure of equipment or industrial accidents, fire, power interruption and other operational failures or lapses.

While there have been no material instances in the past, any significant malfunction or breakdown of our machinery, our equipment, our automation systems or any other part of our Solar Plants and Park processes or systems may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair our Solar Plant and Park Assets in a timely manner or at all, our operations may need to be suspended until we procure the appropriate Solar Plant and Park Assets to replace them and there can be no assurance that the new Solar Plant and Park Assets will be procured and/or integrated in a timely manner. In addition, we may be required to carry out planned shutdowns of our Solar Plants/Parks for maintenance, statutory inspections, customer audits and testing, or we may shut down one or more of our Solar Plants/Parks for capacity expansion and equipment upgrades.

3. ***Some of the documents pertaining to certain litigations are not traceable***.

Our Company is not in possession of complete documents pertaining to a litigation bearing number MARJI 65/2017 involving us. However, we have a received a Show Cause Notice which is inserted in the "***Outstanding Litigation and Defaults***" beginning on page 230. Such litigation is reflecting on the website of adjudicating forum; however, the records are not available with us. In case, any documents pertaining to such litigation are traced by the Company, after the filing of Draft Letter of Offer, the same will be incorporated in the Letter of Offer.

4. ***As a part of our Objects of the Offer, we intend to invest for Front End Engineering Design Development (FEEDD) in various areas. If such FEEDD are not as successful as we anticipate, our future business and cash flows may be adversely affected***

In accordance with our strategy, we intend to invest for Front End Engineering Design Development (FEEDD) in (i) Bio-Char plant and Pilot Plant – Fermentation and (ii) CO2 to Fuel Technology, Bio-ether and Sustainable Aviation Fuel Technology.

Such FEEDD in (i) Bio-Char would benefit the Company since there are no organized and reliable Original Equipment Manufacturers (OEM) who supply bio-char plants and their engineering in the Indian market; (ii) *Pilot Plant – Fermentation* will enable our Company to scale up and engineer commercial scale plants to produce organic acids and pilot trials will help to establish performance parameters for different processes; (iii) engineering of CO2 to Fuel Technology, Bio-ether and Sustainable

Aviation Fuel Technology would benefit the company in contributing to Sustainable Development Goals (SDGs) of our Company.

Although we have a careful plan and strategy for FEEDD, such things are always subject to a number of risks including, but not limited to, (a) our failure to engineer that meet demands and requirements; (b) our failure to comply with applicable laws and regulations; (c) failure to obtain the relevant approvals from regulatory bodies on a timely basis, if required; and (d) failure to recover costs incurred in such FEEDD or earn adequate profits.

5. ***Under utilisation of power generation capacity and an inability to effectively onboard captive power consumer for our Solar Park at Kini could have an adverse effect on our business and future financial performance***

We intent to utilise part of the Net Proceeds being ₹461 lakhs towards investment in subsidiary company i.e. MITCON Sun Power Limited ("**MSPL**") and MSPL proposes to utilize such amount towards its equity contribution [being 74% of 30% equity infusion] in setting up a new Ground Mount Solar Power Plant upto 3.22 MW in the Solar Park at Kini through one or more SPV(s) as per the existing Open Access Policy of the Government which will allow MSPL to fully utilize the capacity in the Solar Park and cater the power requirements of its customers which would ultimately add to the revenue and profitability of MSPL. The estimated cost for setting up of Power project in the Kini Solar Park for 3.22 MW shall be ₹2,076 Lakhs shall be funded in form of 70% debt [to be borrowed by SPV(s)] and 30% Equity infusion in separate SPV(s).

There can be no assurance that MSPL shall be able to secure requisite debt for setting up a new Ground Mount Solar Power Plant and also onboard the captive power user in the time frame or manner as may be anticipated by our Company or at all. In case, any such delay could adversely affect the business, financial condition, cash flows and results of operations of MSPL and in turn affect our Company on consolidated basis.

6. ***We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, any failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate the business of our Company and subsidiaries. Many of these approvals are subject to periodical renewal. Any failure to renew the approvals that may expire, or to apply for the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects.

Further, we propose to utilise a certain portion of the Net Proceeds towards funding capital expenditure in our Company and investment in s Wholly Owned Subsidiary Company and Joint Venture. We believe that we have obtained all requisite licenses and approval as may be required for the proposed objects. For details of the objects of the Issue, see "***Objects of the Issue***" and "***Government and Other Statutory Approvals***" on page 46 and 237 respectively. However, we cannot assure you that we shall be able to maintain requisite license or obtain the licenses as may be required in future. Any such event may result in the interruption of our operations and may have a material adverse effect on our business, financial condition, cash flows and results of operations.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals which may result in the interruption of our operations and may have a material adverse effect on our business, financial condition, cash flows and results of operations. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations.

7. ***We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights***

As on date of this Draft Letter of Offer, we have registered the trademarkunder class 36, 37, 40, 41 and 42 and 42. The said trademarks are required to be renewed from time to time. Any failure to renew registration of our registered trademark may affect our right to use such trademark in future. Further, our efforts to protect our intellectual property in India and abroad may not be adequate and any third-party claim on any of our unprotected intellectual property may lead to erosion of our business value and our reputation, which could adversely affect our operations. Third parties may also infringe or copy our registered brand name in India and abroad which has been registered by us in India. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks in India and abroad.

Further, if do not maintain our brand name and identity, which we believe is one of the factors that differentiates us from our competitors, we may not be able to maintain our competitive edge. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability. Moreover, our ability to protect, enforce or utilize our tradename is subject to risks, including general litigation risks. Furthermore, we cannot assure you that such tradename will not be adversely affected in the future by actions that are beyond our control, including customer complaints or adverse publicity from any other source. Any damage to our tradename, if not immediately and sufficiently remedied, could have an adverse effect on our business and competitive position.

8. ***We have not yet placed orders in relation to the capital expenditure to be incurred for the proposed purchase of equipments. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipments in a timely manner, or at all, the same may result in time and cost over-runs.***

We intend to utilize portions of the Net Proceeds for funding capital expenditure requirements for the purchase of equipments. While we have procured quotations from vendors in relation to the capital expenditure to support our expanding operations, we have not placed any firm orders for any of them. For details in respect of the foregoing, please see "**Objects of the Issue**" on page 46. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure that we will be able to undertake such capital expenditure at the costs indicated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment and services in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure equipment and ancillary items or avail services from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the similar kind of equipments and ancillary items and services, which satisfy our requirements at acceptable prices. Our inability to procure the equipments and services at acceptable prices or in a timely manner, may result in an increase in capital expenditure, extension or variation in the proposed schedule of implementation and deployment of the Net Proceeds, thereby resulting in an adverse effect on our business, prospects and results of operations.

9. ***If our Company does not receive the minimum subscription of 90% of the total Issue Size, the Issue may fail.***

The minimum subscription criteria (of at least 90% of the Issue) as provided in regulation 86(1) of the SEBI ICDR Regulations is applicable to this Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations, in the event our Company does not receive the minimum subscription of 90% of the total Issue Size or the subscription level falls below 90% of the total Issue Size after the Issue Closing Date on account of withdrawal of Applications or technical rejections or any other reason, our Company shall refund the entire subscription amount received within such period as may be prescribed under applicable law. Further, in the event, there is a delay in making a refund of the subscription monies, our Company shall be required to pay interest for the delayed period at such a rate prescribed under applicable law. For further details, please see "Minimum Subscription – General Information" beginning on page 40.

10. ***Our Company intends to utilise a portion of the Net Proceeds of the Issue towards the part funding of the incremental working capital requirements which are based on certain assumptions and estimates and has not been appraised by any bank or financial institution***

One of the objects of the Issue include part funding of the incremental working capital requirements which are based on the management estimates and certain assumptions by our Company including but not limited to receivables, inventory, trade payables, working capital cycle etc. The funding requirements for working capital have not been appraised by any bank or financial institution.

The net working capital requirements of our Company for the last two financial years and nine months ended December 31, 2023 was ₹ 1,373.75 lakhs, ₹ 576.53 lakhs, ₹ 1,104.98 lakhs which represents 17.85%, 12.96%, and 22.20% of our revenue from operations, respectively. Estimated working capital requirement for the Fiscal 2024, Fiscal 2025, and Fiscal 2026 is ₹ 1,339.72 lakhs, ₹ 1,668.37 lakhs and ₹ 2442.06 lakhs respectively which represents 18.92%, 19.67%, and 24.00% of the estimated revenue from operations. We propose to utilise upto ₹ 1,250 lakhs from the Net Proceeds to fund part of the working capital requirements of our Company in Fiscal 2024-2025 and Fiscal 2025-2026 respectively. For details, see 'Objects of the Issue' on page 46.

The future working capital requirements and deployment of funds by our Company may be subject to change due to factors beyond the control of our Company including force majeure conditions, an increase in defaults by our customers, unanticipated expenses, economic conditions, availability of funding from banks or financial institutions. Accordingly, such working capital requirements and deployment of proceeds may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

11. ***We are dependent on the ten most significant customers under our consulting, training and project services business, who contributed significantly to our revenue from operations in each of the last three financial years and nine months ended December 31, 2023. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition.***

We derived a substantial portion of our revenue from operations on from the supply of our services to our ten most significant consulting, training and project services business customers on Consolidated basis. The table below sets forth the revenue from operations derived from our top five and top ten consulting, training and project services business customers for the nine months ended December 31, 2023 and financial years 2023, 2022 and 2021:

(Rs in lakhs)

Particulars	As at Nine -months ended December 31, 2023		Financial Year Ended 31 March, 2023		Financial Year Ended 31 March, 2022		Financial Year Ended 31 March, 2021	
	Amount	Percentage (%)	Amount	Amount	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers*	5,199.14	58.12%	2,286.98	27.34%	5,960.95	55.97%	3,008.76	48.80%
Top 10 customers*	6,141.17	68.65%	3,636.46	43.47 %	6,829.51	64.12%	3,811.00	61.81%

**Includes customers of subsidiary company*

We have historically been dependent, and expect to depend, on such customers, for a substantial portion of our revenue and the loss of any them for any reason (including due to loss of, or failure to renew existing arrangements; limitation to meet any change in quality specification, customization requirements, change in technology; disputes with a customer; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship) could have a material adverse effect on our business, results of operations and financial condition.

Additionally, as our ten most significant customers under this business vertical include PSUs, we may be unable to win bids and secure the tenders of the said PSUs for similar volumes of demand or at all, which may adversely effect on our business, results of operations and financial condition. Further, we do not typically enter into long-term arrangements with of our customers, and we cannot predict with certainty that contracts will be entered in one period as consistently as they have been in prior periods. Further, such continuing arrangements or contracts may be cancelled unilaterally with or without cause with prior notice and should such cancellation take place, it may have an adverse impact on our revenue and results of operations. There can be no assurance that any customers will not cancel contracts in the future which may have an impact on our results of operations and business in the future. Furthermore, there is no assurance that our most significant customers will continue to execute contacts at rates consistent with, and commensurate to, the amount of business received from them historically, or at all. While our ten most significant consulting, training and project services business customers have not terminated their arrangements with us in the past, any decrease in the demand for our services from our customers, or a termination of our arrangements altogether, would adversely impact our results of operations, financial condition and cash flow.

12. ***Portion of our revenue from our consulting, training and project services business is dependent on us winning competitive bid through tender process. Bidding for a tender involves various management activities such as cost estimations and our inability to accurately measure the cost may lead to loss of tender creating an adverse impact on our business, results of operations, financial condition and cash flows.***

The financial performance and growth of our consulting, training and project services business depends on our ability to qualify for and win bids through tender process undertaken by the Government entities including PSUs for awarding contracts. The table below sets forth our sales to Government entities including PSUs on consolidated basis which were secured through winning bids for the nine months ended December 31, 2023 and financial years 2023, 2022 and 2021 including as a percentage of our total sales of the critical power segment:

(Rs in lakhs)

Particular	For Period ending December 31, 2023		For Year ending March 31,					
			2022-2023		2021-2022		2020-2021	
	Rs.	%	Rs.	%	Rs.	%	Rs.	%
Sales to Government entities (incl. PSUs)	3,248.74	36.26%	4,587.39	54.84%	3,323.04	30.20%	2,744.60	44.51%

The Government/PSUs awards contracts on a competitive basis which have the potential to create pricing pressure which in turn exerts pressure on our margins. We obtain a portion of our business through a competitive bidding process in which we compete for contracts awards based on, among other things, pricing, service trials, reputation for quality, financing capabilities and track record. Further, our inability to accurately measure the cost and design and develop the trial services may lead to loss of tender creating an adverse impact on our business, results of operations, financial condition and cash flows. If we fail to accurately estimate our service cost or if we are unable to upgrade our services as per the required specifications, we may lose contracts or may be barred by the authorities to participate in the future bids. While there have been no instances in the past where we had been barred by any authority to participate in the bids, there can be no assurance that in the future we would not be barred by any authority to participate in bids. Our ability to win a successful bid also depends on offering our services at a lower price that could adversely affect our profit margin. Reduced profit margin could have an adverse impact on our financial condition and cash flows.

Further, the bidding and selection process is affected by a number of factors, including factors which may be beyond our control, such as market conditions and external economic or political factors. In the past we have lost certain bids, or been awarded partial tenders on account of competitors offering lower price. We cannot assure you that we would not lose any bids in future as well. Further, any increase in competition during the bidding process or reduction in our competitive capabilities could have a material adverse effect on our market share. There can be no assurance that our current or potential competitors will not offer services and solutions comparable or superior to those that we offer at the same or lower prices, adapt more quickly to industry challenges, or expand their operations at a faster pace than we do. Increased competition may result in price reductions, reduced profit margins and loss of market share, thereby causing an adverse effect on our operations, prospects and financial condition.

13. ***There have been certain instances of delayed compliance with respect to certain regulatory filings of the Company in the past. Consequently, we may be subject to regulatory actions and penalties, if any, for any such delayed compliance and our business, financial condition and reputation may be adversely affected.***

We are subject to various compliances and are required to file various forms/ reports with ROC under the Companies Act and other statutory authorities from time to time under the applicable laws. In the past, there has been instances of delays in filing statutory forms with the Registrar of Companies (RoC).

Although, the late filing fees levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. It is important to note that as of now, no show cause notices have been issued against our Company in relation to the aforementioned matters. However, in the event that the relevant authorities take cognizance of these issues, actions may be initiated against our Company and its directors. Such actions could have implications on the financials of our Company and our Directors.

Sr. No.	Date of occurrence of inaccuracy	Particulars of inaccuracy	Steps taken to rectify such inaccuracy	Fine/penalties imposed
1.	August 12, 2019	Delay in filing of Form AOC-4 XBRL for FY 2018-19	Form was filed with additional fees	Additional fees of ₹200
2.	August 28, 2020	Delay in filing of Form MGT-14 for Board Resolutions passed on July 20, 2020	Form was filed with additional fees	Additional fees of ₹1,200
3.	April 03, 2021	Delay in filing of Form MGT-14 for Board Resolutions passed on March 04, 2021	Form was filed with additional fees	Additional fees of ₹1,200
4.	September 11, 2021	Delay in filing of Form AOC-4 XBRL for FY 2020-21	Form was filed with additional fees	Additional fees of ₹100
5.	October 22, 2022	Delay in filing of Form AOC-4 XBRL for FY 2021-22	Form was filed with additional fees	Additional fees of ₹100

Although, the late filing fees levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. It is important to note that as of now, no show cause notices have been issued against our Company in relation to the aforementioned matters. However, in the event that the relevant authorities take cognizance of these issues, actions may be initiated against our Company and its directors. Such actions could have implications on the financials of our Company and our Directors.

Furthermore, as we expand our operations, there is no guarantee that issues in our internal controls and compliance will not arise. We cannot assure that we will be able to effectively implement and consistently maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls, whether in a timely manner or at all.

14. ***Apart from owned premises, we also operate from premises which are on leave and licence basis. The leave and licence agreements of few of the premises have expired and are under the process of renewal. In the event of termination or non-renewal of the leases, our business may be affected.***

We operate our business from owned as well as rented premises and enter into the leave and license agreement for rented premises for fixed period and renew the same upon its expiry. The lease periods for few of our premises have expired and we have initiated the process of renewing such agreements.

Our inability to renew the lease of the property may jeopardize our operations. There can be no assurance that we will, in the future, be able to retain and renew the leases or licenses for the existing locations on same or similar terms, or will be able to find alternate locations for our offices on similar terms favourable to us, or at all. Moreover, periodic renewals of short-term leases may increase our costs as they are subject to rent renegotiations. If we are unable to continue to use our offices during the period of the relevant lease or license, be able to extend such lease or license arrangements on their expiry on commercially acceptable terms, or are unable to find suitable premises for relocation of existing facilities and offices, in time or at all, we may suffer a disruption in our operations which could materially and adversely affect our business, financial condition, results of operations and cash flows.

For further details, please refer to the section “Our Business- Our Immovable Properties" beginning on page 103 of this Draft Letter of Offer.

15. ***Any failure in our quality of our services may adversely affect our business, reputation, results of operations and financial condition.***

In the event the quality of our services is not upto the standard, we might be compelled to provide the such services again without any additional cost or reimburse the cost paid by our customers. Such quality lapses could strain our longstanding relationship with our customers and our reputation and brand image may suffer, which in turn may adversely affect our business, results of operations and financial condition. Our customers may lose faith in the quality of our services and could in turn refuse to further obtain our services, which could have a severe impact on our revenue and business operations. We also face the risk of legal proceedings and liability claims being brought against us by our customers for substandard services provided. We cannot assure you that we will not experience any material liability losses in the future or that we will not incur significant costs to defend any such claims.

16. ***Our Company is subject to certain obligations and reporting requirements as may be required under applicable regulations framed by SEBI and may be subject to monetary penalty on account of delayed compliance.***

Our Company is subject to certain obligations and reporting requirements as may be required under applicable regulations framed by SEBI and may be subject to monetary penalty on account of delayed compliance. As a listed company, we are required to comply with certain conditions for continuous listing under the SEBI (LODR) Regulations and other rules and regulations imposed by SEBI, which require us to make certain periodic disclosures, including disclosures about any material events or occurrences with respect to our Company, disclosure of our financial statements and disclosure of our updated shareholding pattern. In past the following instance of delayed compliance with provisions of SEBI (LODR) Regulations;

Sr. No.	Period	Regulation of the SEBI Listing Regulations, 2015	Particulars	Non-compliance/ Delayed compliance	Fine/penalties imposed (in Rs.)	Steps taken to rectify such inaccuracy
2022-2023						
1.	For FY 22-23	Regulation 17(1C)	Delay in obtaining approval of shareholders for confirmation of appointment of an Additional Director by the Board beyond the period prescribed in Regulation 17(1C).	Delayed Compliance	NIL	-

Our secretarial auditor has provided observation in its Secretarial Audit report for Fiscal 2023 relating to confirmation of Director as tabulated above.

There has also been a delay in obtaining approval of shareholders for confirmation of re-appointment of an Independent Director by the Board beyond the period prescribed in Regulation 17(1C).

There is no assurance that our secretarial auditors' reports for any future fiscal periods will not contain any of such observations.

In past one year from the date of filing the Draft Letter of Offer, our Company has complied with all the filing and disclosure requirement as required under the SEBI (LODR) Regulations and thus making the disclosure in this Draft Letter of Offer in compliance with Part B of Schedule VI. Our Company shall endeavour to comply with all obligations/reporting requirements under various regulations framed by SEBI and/or Stock Exchanges. Any failure to comply with such rules and regulations or any wrong disclosure/ non filing to the NSE or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.

17. ***We depend on our Directors, Key Managerial Personnel and Senior Management and our employees with technical qualifications, and our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition***

We are dependent on our Directors, Key Managerial Personnel and Senior Management, employees with technical qualifications for the management of our operations at each verticals and strategic business decisions. We are led by Individual Directors, Key Managerial Personnel and Senior Management, who are involved in strategic planning, operations, design and development. We credit their experience and leadership for our growth and development and rely on our management team of qualified and experienced professionals to identify avenues of growth and help us to implement our business strategies in an efficient manner and to continue to build on our track record of successful service offerings. Our business is supported by an employee base of 216 as on the date of this Draft Letter of Offer, which includes 106 technically qualified employees. Additionally, we have 210 employees at our subsidiaries.

As we expect to continue to expand our operations and develop new services, we will need to continue to attract and retain experienced management personnel. We could incur additional expenses and need to devote significant time and resources to recruit and train replacement personnel, which could further disrupt our business and growth. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and train experienced, talented and skilled professionals and retain such professionals. The loss of the services of any key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. Further, if we are unable to offer qualified personnel adequate compensation or sustain their employees' benefits plans, we may be unable to attract or retain our employees and the competition for highly skilled personnel may require us to increase salaries and employee stock option expenses, which increased costs we may be unable to pass on to our clients.

If any dispute arises between our senior executives and us, any non-competition, non-solicitation and non-disclosure provisions in our employment agreements we have with our senior executives might not provide effective protection to us. We may be subject to litigation or administrative actions resulting from claims against us by current or former employees individually or as part of class actions, including claims of wrongful terminations, discrimination, misclassification or other violations of labor law or other alleged conduct. From time to time, we may enter into settlement agreements with employees in relation to any such potential litigation.

18. ***We have experienced negative cash flows in previous years / periods. Any operating losses or negative cash flow in the future could adversely affect our results of operations and financial condition.***

As per the Consolidated Financial Statement, we have experienced negative cash flows from operating, investing as well as financing activities in the past, details of which are provided below:

(*Rs.in Lakhs*)

Particulars	For September 30, 2023	For the fiscal year ended on		
		2023	2022	2021
Net Cash flow generated from Operating activities	2,298.28	2,975.08	(229.13)	1,893.37
Net Cash flow Generated from Investing Activities	(3,487.00)	(3,380.88)	(472.92)	(634.74)
Net Cash flow Generated from Financing Activities	624.14	1,635.88	(370.24)	(9.25)

Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

19. ***In addition to the existing indebtedness our Company, may incur further indebtedness during the course of business.***

As on December 31, 2023 the total fund based indebtedness of our Company is ₹ 12,753.16 Lakhs. In addition to the indebtedness for the existing operations, our Company may incur further indebtedness during the course of the business. We cannot assure you that our Company will be able to obtain further loans at favorable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

We have not defaulted in our loans. However, any failure to service the indebtedness of our Company or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the section titled **—** "***Financial Indebtedness***" on page 127 of this Draft Offer of Letter.

20. ***We have contingent liabilities, and our profitability could be adversely affected if any of these contingent liabilities crystallizes.***

Except as set out below, there were no claims against our Company not acknowledged as debt as on December 31, 2023, and March 31, 2023:

(in lakhs)

Particulars	As on December 31,2023	As on March 31, 2023
Estimated amount of contracts remaining to be executed and not provided for in these accounts (net of advance) in respect of purchase of:		
a. Property, plant and equipment	-	-
b. Intangible assets	-	1.1
Guarantees		
a. Guarantees given to customers by bankers on behalf of the Company	293.52	965.34
b. Letter of Credit (LC) given by bankers on behalf of the Company		
- Inland LC to Customers	28.87	-
- Import LC to Customers for imports of Solar Panels	388.38	-
Corporate Guarantee issued by the Company on behalf of		
Krishna Windfarms Developers Private Limited for loan availed by them from a Bank.	4,200.00	4,200.00
MITCON Solar Alliance Limited for term loan availed by them from a Bank.	1,000.00	1,000.00
Shrikhande Consultants Limited for overdraft / non fund base limit availed by them from a Bank.	2,148.00	1,548.00
MSPL Unit 1 Limited for loan availed by them from a Bank	800.00	800.00
MSPL Unit 2 Limited for loan availed by them from a Bank	540.00	0.00
MSPL Unit 3 Limited for loan availed by them from a Bank	1726.00	0.00
Financial Guarantee issued by the Company on behalf of Krishna Windfarms Developers Private Limited to maintain Debt Service Reserve Account (DSRA) for loan availed from a Bank	145.19	145.19
Arbitration petition in respect of money claim was pending before Arbitration Tribunal. The company has made counter claims against the claimant before the said Tribunal. Arbitration gave its award partial against the Company. The Company preferred to challenge the same in District Court ,Pune, pending proceedings, the liability (if any) is not ascertainable.	Not Ascertainable	Not Ascertainable
The Sale tax department, Pune, Government of Maharashtra has raised demand for non-filing of Form No. 704 (VAT Audit report). The Company filed application under Amnesty Scheme for waiver of penalty	-	Nil

One of the subsidiary company has filed appeal with Appellate Tribunal for Electricity (APTEL), New Delhi against the unfavourable order of Central Electricity Regulatory Commission, New Delhi (CERC) for recovery of outstanding dues withheld by Solar Energy Corporation of India Limited (SECI) against liquidated damages and compensation for delay in fulfilment of conditions of Power Purchase agreement dated 03.08.2016. Company is confident about favourable decision from APTEL and the recovery of said dues. Accordingly, the company has not made any provision for write down in respect of these outstanding dues.	-	-
One of the subsidiary company has received capital grant of INR 481.00 Lakhs (31-March-2022: ₹428.00 Lakhs) as Viability Gap Funding (VGF) (out of total receivable of ₹535.00 Lakhs) from Solar Energy Corporation of India (SECI) for 10MW solar power project. The said receipt of VGF grant is subject fulfilment of certain conditions in future as per PPA signed with SECI. In the event Company is unable to fulfil the terms and conditions in future, the grant received so far would became refundable.	481	481
The Income Tax Department has raised demand on one of the subsidiary company by making addition to the income of the company in respect of FY 2016-17. Company has filed appeal against the said demand with CIT Appeals Mumbai. Considering the facts of the case, the company is confident of favourable decision from Appellate Authority.	1,123.70	1,123.70
The Sale tax department, Ahmednagar, Government of Maharashtra has raised demand on one of the subsidiary company for non-deduction of VAT TDS on purchase of material for erection of solar power project for the year 2017-2018 since the purchase was against applicable VAT and sale in transit (against E-1 E-2 Forms) hence TDS was not applicable hence company has filed appeal with Deputy Commissioner of state tax, Ahmednagar. Considering the facts of the case, the company is confident of favourable decision from Appellate Authority.	-	-
Department of Goods and Service Tax, Govt of Maharashtra , issued GST demand for financial year FY 2018-19	45.40	-

In the event any such contingent liabilities mentioned above were to materialise or if our contingent liabilities were to increase in future, our business, financial condition and result of operations could be adversely affected. For further details, see ***"Financial Statements"*** on pages 127 of this Draft Letter of Offer.

21. ***Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect business prospects, results of operations and financial condition***.

Employee misconduct, errors or frauds could expose us to business risks or losses. Such employee misconduct may include misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. While we have not faced any such instances of material nature in the last three financial years, it may not always be possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which may result in write-off of such amounts.

22. We have entered into a number of related party transactions and may continue to enter into related party transactions, which may involve conflicts of interest

We have entered into a number of related party transactions, within the meaning of Ind-AS-24, as applicable. While we believe that all such transactions have been conducted on an arm's length basis, in accordance with our related party transactions policy and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. Such transactions may give rise to potential conflicts of interest with respect to dealings between us and such related parties. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour. For further details of historical related party transactions, please refer to "Related Party Transactions".

23. ***Our management will have broad discretion in how we apply the Net Proceeds, including interim use of the Net Proceeds, and there is no assurance that the objects of the Issue will be achieved within the time frame expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.***

We intend to use Net Proceeds from the Issue towards (a) Investment in its Wholly Owned Subsidiary Company viz. MITCON Sun Power Limited; (b) To finance the upgradation of Environment Laboratory; (c) Investment in its Joint Venture Company viz. MITCON Nature Based Solutions Limited; (d) To invest in Front End Engineering Design Development (e) To finance the acquisition of instruments for training; (f) To carry out the capital expenditure for refurbishment of office space; (g) Part-funding the incremental working capital requirements; and (h) General corporate purposes. For details of the objects of the Issue, see “Objects of the Issue” on page 46 of this Draft Letter of Offer.

Our management will have broad discretion to use the Net Proceeds, and investors will be relying on the judgment of our management regarding the application of the Net Proceeds. Our Company may have to revise its management estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in its business.

24. ***The deployment of funds is entirely at our discretion and as per the details mentioned in the chapter titled*** “***Objects of the Issue***”***.***

As the Issue size is not more than ₹10,000 lakhs, under Regulation 82 of the SEBI ICDR Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilization of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilization of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue shall be them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same.

25. ***We have not commissioned an industry report for the disclosures made in the chapter titled “Industry Overview” and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.***

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled “***Industry Overview***” on page 71 of this Draft Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Letter of Offer. Further, the industry data mentioned in this Draft Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Letter of Offer in this context.

26. ***Our Company has not paid any dividends in the past two years and we may not be able to pay dividends in the future.***

Our Company has not declared dividends for last two financial years and our Company may not be able to declare dividends in the future. The declaration, payment and amount of any future dividends is subject to the discretion of the Board and Shareholders, and will depend upon various factors, inter alia, our earnings, financial position, capital expenditures and availability of profits, restrictive covenants in our financing arrangements and other prevailing regulatory conditions from time to time. Any of these factors may thus restrict our ability to pay dividends in the future. If we are unable to pay dividends in the future. realization of a gain on Shareholders’ investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

27. ***This Draft Letter of Offer includes certain reviewed financial information, which has been subjected to limited review, in relation to our Company. Reliance on such information should, accordingly, be limited***

This Letter of Offer includes Unaudited/ Limited Review Consolidated September Financial Results for the nine-month period ended December 31, 2023 in respect of which the Statutory Auditors have issued their review reports dated February 09, 2024. Any financial results published in the future may not be consistent with past performance. Accordingly, prospective investors should rely on their independent examination of our financial position and results of operations and should not place undue reliance on or base their investment decision solely on the financial information included in this Letter of Offer.

28. ***Our insurance coverage may not adequately protect us against losses (including damages), and successful claims against us that exceed our insurance coverage could harm our results of operations and diminish our financial position***

Our insurance policies, may not provide adequate coverage in certain circumstances and may be subject to certain deductibles, exclusions and limits on coverage. In addition, there are various types of risks and losses for which we do not maintain insurance, such as losses due to business interruption, losses in transit, natural disasters etc. because they are either uninsurable or because insurance is not available to us on acceptable terms. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, future financial performance and results of operations.

ISSUE SPECIFIC RISK

29. ***Our Company will not distribute the Draft Letter of Offer and Application Form to certain overseas Shareholders who have not provided an address in India for service of documents.***

Our Company will dispatch this Draft Letter of Offer, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the "**Offering Materials**") to such Shareholders who have provided an address in India for the service of documents. The Offering Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Offering Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions.

30. ***SEBI has recently, by way of circulars dated June 21, 2023, January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021 and October 1, 2021 streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated June 21, 2023, January 22, 2020, May 6,2020, July 24,2020, January 19,2021 and April 22, 2021, October 1, 2021 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, please refer to "***Terms of the Issue***" beginning on page 244 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

31. ***The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.***

In accordance with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow de-mat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their de-mat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

32. ***Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.***

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On-market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, please refer to "***Terms of the Issue***" beginning on page 244 of this Draft Letter of Offer.

33. ***Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares.

34. ***You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares

35. ***You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.***

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

36. ***There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchange until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchange. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

37. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

38. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

39. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

40. Investment in Rights Shares is exposed to certain risks. From the Call Record Date for each Call prior to the final Call, the trading of the Rights Equity Shares would be suspended for a period under applicable law. Further, the Rights Equity Shares will not be traded with effect from the Call Record Date for the final call fixed for the determination of the Investors liable to pay Call Monies, with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board from time to time. The holders of the Rights Equity Shares will not be able to trade in these securities till they are credited to the holders' account as fully paid-up. Further, until the subsistence of Rights Equity Shares issued by way of this Issue, we may not be able to undertake certain forms of equity capital raising.

The Issue Price is ₹ [●] per Rights Equity Share. Investors will have to pay ₹ [●] per Rights Equity Share, which constitutes [●]% of the Issue Price on Application and the balance Rs. [●] per Rights Equity Share, which constitutes [●]% of the Issue Price, in additional Calls, with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board from time to time,. The Rights Equity Shares offered under this Issue will be listed under a separate ISIN. An active market for trading may not develop for the Rights Equity Shares. This may affect the liquidity of the Rights Equity Shares and restrict your ability to sell them. If our Company does not receive the Call Money as per the timelines stipulated in the Call notice, unless extended by our Board, the defaulting Rights Equity Shareholders will be liable to pay interest as may be fixed by our Board unless waived or our Company may forfeit the Application Money and any Call Money received for previous Calls made, in accordance with the Companies Act, 2013 and our Articles of Association. For details, see "***Terms of the Issue***" on page 244.

Rights Equity Shareholders are only entitled to dividend in proportion to the amount paid up and the voting rights (exercisable on a poll) by investors shall also be proportional to such investor's share of the paid-up equity capital of our Company. If certain investors do not pay the full amount, we may not be able to raise the amount proposed under this Issue. The ISIN representing partly paid-up Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call in respect of the partly paid-up Rights Equity Shares, such partly paid-up Rights Equity Shares would be converted into fully paid-up Rights Equity Shares and shall be listed and identified under the existing ISIN for our fully paid-up Equity Shares. Our Company would fix a Call Record Date for the purpose of determining the list of allottees to whom the notice for the final Call would be sent. From the Call Record Date for each Call prior to the final Call, the trading of the Rights Equity Shares would be suspended for a period under the applicable law. Further, with effect from the Call Record Date, trading in the partly paid-up Rights Equity Shares for which final Call have been made, would be suspended prior to the Call Record Date, for such period as may be applicable under the rules and regulations.

Furthermore, the holders of the partly paid-up Rights Equity Shares will not be able to trade in these shares until they are credited to the holders' account as fully paid-up Rights Equity Shares. Further, there is limited history of trading partly paid-up shares in India and therefore, there could be less liquidity in the trading of partly paid-up shares, which may cause the price of the Equity Shares to fall and may limit ability of Investors to sell the Equity Shares. There may also be a risk of the Rights Equity Shares not forming part of the index. Further, until the subsistence of Rights Equity Shares, we cannot undertake further rights issues, further public offers or bonus issues, since in terms of Regulations 62 and 104 of the SEBI ICDR Regulations, an issuer making a rights issue or further public offer is required to ensure that all its existing partly paid-up equity shares have either been fully paid-up or have been forfeited. Additionally, a bonus issue will not be permitted under law till the subsistence of partly paid-up equity shares in terms of Regulation 293 of the SEBI ICDR Regulations.

EXTERNAL RISK FACTOR

41. ***Adverse geopolitical conditions such as increased tensions between India and its neighbouring countries, could adversely affect our business, results of operations and financial condition.***

Adverse geopolitical conditions such as increased tensions between India and its neighbouring countries, resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries including the Government of India imposing restrictions on the import or export of products or raw materials, among others, and affect our ability to procure raw materials required for our manufacturing operations. We could also be affected by the introduction of or increase in the levy of import tariffs in India, , or changes in trade agreements between countries. For instance, the Government of India has imposed additional tariffs in the nature of countervailing duty and anti-dumping duty on a number of items imported from China. Any such measure which affects our raw material supply or reciprocal duties imposed on Indian products by China or other countries may adversely affect our results of operations and financial condition.

42. ***Political, economic or other factors that are beyond our control may have adversely affect our business and results of operations.***

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

43. ***A slowdown in economic growth in India could cause our business to suffer.***

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;

- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- prevailing regional or global economic conditions; and
- other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

44. Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.

Summary statements of assets and liabilities as at March 31, 2023 and summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Fiscals 2023 have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Financial Information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

45. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("ICDS"), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

- the General Anti Avoidance Rules ("**GAAR**") have been made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

- a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 1, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

46. Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

47. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GOI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

48. ***Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non- residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

49. ***Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

50. ***The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

51. ***We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India's various neighboring countries;
- hostile or war like situations with the neighboring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies; and
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.

- Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

52. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The recent outbreak of Novel Coronavirus has significantly affected financial markets around the world. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

SECTION III – INTRODUCTION

THE ISSUE

This Issue has been authorised through a resolution passed by our Board at its meeting held on March 07, 2024 pursuant to Section 62(1)(a) of the Companies Act. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors held on [●]. The following is a summary of the Issue, and it should be read in conjunction with, and is qualified entirely by, the information set out in the chapter titled "***Terms of the Issue***" beginning on page 244.

Particulars	Details of Equity Shares
Rights Equity Shares proposed to be issued	Up to [●] Equity Shares partly paid-up
Rights Entitlement	Up to [●] Equity Share for every [●] fully paid-up Equity Share(s) held on the Record Date
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any
Record Date	[●]
Face Value per Equity Share	₹10
Issue Price per Rights Equity Shares	₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) On Application, Investors will have to pay ₹[●] per Rights Share, which constitutes [●]% of the Issue Price and the balance ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, one or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time.
Issue Size	Up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] (including a premium of ₹ [●]) per Rights Equity Share aggregating up to ₹ 3,500 Lakhs# *#Assuming full subscription and receipt of all Call Monies with respect to Rights Shares.*
Voting Rights & Dividend	Investors are entitled to dividend in proportion to the amount paid up and their voting rights exercisable on a poll shall also be proportional to their respective share of the paid-up equity capital of our Company. The Equity Shares issued pursuant to this Issue upon being fully paid-up shall rank pari passu in all respects with the Equity Shares of our Company.
Equity Shares issued, subscribed and paid up prior to the Issue	1,34,30,851 Equity Shares. For details, please refer to "***Capital Structure***" beginning on page 44.
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	[●]# Equity Shares of Rs. 10 each *#Assuming full subscription, payment of call money and conversion of outstanding ESOPs.*
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●]
Scrip Details	**ISIN:** INE828O01033 **NSE:** MITCON **ISIN of Rights Equity Shares (Partly Paid-up):** [●]
ISIN for Rights Entitlements	[●]
Use of Issue Proceeds	For details, please refer to "***Objects of the Issue***" beginning on page 46.
Terms of the Issue	For details, please refer to "***Terms of the Issue***" beginning on page 244.

<table>
<tr><td rowspan="6">Terms of Payment</td><td>Amount payable per rights equity share</td><td>Face value (₹)</td><td>Premium (₹)</td><td>Total (₹)</td></tr>
<tr><td>On Application(1)</td><td>[●]</td><td>[●]</td><td>[●]</td></tr>
<tr><td>One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time(2)</td><td>[●]</td><td>[●]</td><td>[●]</td></tr>
<tr><td>Total</td><td>[●]</td><td>[●]</td><td>[●]</td></tr>
<tr><td colspan="4">(1) Constitutes [●]% of the Issue Price.
(2) Constitutes [●]% of the Issue Price
For details, please refer to "Terms of the Issue" beginning on page 244.</td></tr>
</table>

GENERAL INFORMATION

Our Company was incorporated as "Maharashtra Industrial and Technical Consultancy Organisation Limited" on April 16, 1982, under the Companies Act, 1956 with the Registrar of Companies, Bombay, and we received our Certificate for Commencement of Business on December 4, 1982. Subsequently, the name of our Company was changed to "MITCON Consultancy Services Limited" on September 7, 2000 and thereafter to "MITCON Consultancy & Engineering Services Limited" and a fresh certificate of incorporation consequent to the change of name was granted to our Company on October 15, 2010 by the Registrar of Companies, Pune. The registered office of our Company is situated at Kubera Chambers, Shivaji Nagar, Pune - 411005, Maharashtra, India.

Registered Office of our Company

MITCON Consultancy & Engineering Services Limited

Registered Office:
Kubera Chambers, Shivajinagar, Pune - 411005, Maharashtra India.
Tel: 020 – 25534322 / 25533309
E-mail: cs@mitconindia.com
Website: www.mitconindia.comhttps://www.jaykayenterprises.com/
Corporate Identity Number: L74140PN1982PLC026933
Registration Number: 026933

Registrar of Companies, Pune

Our Company is registered with the RoC, Pune, which is situated at the following address:
CNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411044, Maharashtra

Tel: 020-27651375,020-27651378
E-mail: roc.pune@mca.gov.in

Company Secretary and Compliance Officer

Ms. Ankita Agarwal
Kubera Chambers, Shivajinagar, Pune 411005, Maharashtra, India.
Tel: 020 – 25534322 / 25533309
E-mail: cs@mitconindia.com

Lead Manager to the Issue

Srujan Alpha Capital Advisors LLP
Registered Address: 112A, 1st floor, Arun Bazar, S.V. Road, beside Bank of India, Malad (West), Mumbai - 400 064
Correspondence Address: 824 & 825, Corporate Avenue, Sonawala Rd, opposite Atlanta Centre, Sonawala Industry Estate Goregaon, Mumbai – 400 064**Tel**: +91 022- 46030709
Contact Person: Jinesh Doshi
E-mail: mitcon.rightsissue@srujanalpha.com
Website: www.srujanalpha.com
SEBI Registration Number: INM000012829

Legal Advisor to the Issue

Vidhigya Associates, Advocates
501, 5th Floor, Jeevan Sahakar Building, Sir P M Road, Homji Street, Fort, Mumbai - 400 001
Tel: +91 84240 30160
Contact Person: Rahul Pandey
Email: rahul@vidhigyaassociates.com

Statutory Auditors of our Company

M/s J Singh & Associates
505/506/507, Hubtown Viva, Shankarwadi, Western Express Highway, Between Andheri & Jogeshwari (E), Mumbai 400060, Maharashtra, India
Tel: +91 22 66994618 /66994619 / 28361081
E-mail: ca_jsingh@rediffmail.com, mumbai@cajsingh.com
Peer review certificate no.: 014676
Firm registration number: 110266W

Registrar to the Issue

Link Intime India Private Limited

C 101, 1st Floor, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai -400083, Maharashtra, India
Tel: +91 810 811 4949
Contact Person: Shanti Gopalakrishnan
Email: mitcon.rights2024@linkintime.co.in
Investor grievance email: mitcon.rights2024@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration Number: INR000004058

Banker to the Company

ICICI Bank Limited
1194/8, Romchandra Sabhamandap, Ghole Road, Shivaji Nagar, Pune - 411 005, Maharashtra, India
Tel: +91 99608 88663 /+91-20-66280765
Contact person: Pardhu Bharath Saladi
E-mail: pardhu.saladi@icicibank.com
Website: www.icicibank.com

Bank of Baroda
Regional Office (Pune City Region), Sharda Centre, Second Floor, 11/1, Khilare Path Erandawana, Pune- 411004, Maharashtra, India
Tel: +91 020-25937201
Contact person: Mehul Dave
E-mail: m.pune@bankofbaroda.com
Website: www.bankofbaroda.com

Banker to the Issue / Escrow Collection Bank/ Refund Bank

[●]
[●]
[●]
Tel: [●]
Contact person: [●]
E-mail: [●]
Website: [●]
SEBI Registration Number: [●]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs or the SBA Process is provided at the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. On allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Inter-se allocation of responsibilities

Since only one lead manager has been appointed for purposes of the Issue, there is no requirement of an inter-se allocation of responsibilities. The Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue.

Credit Rating

This is an issue of Equity Shares; credit rating is, therefore, not required.

Debenture Trustees

This is an issue of Equity Shares; the appointment of Debenture trustees is, therefore, not required.

Monitoring Agency

The Net Proceeds of the Issue will be less than ₹10,000 Lakhs. The SEBI ICDR Regulations does not mandate appointment of a monitoring agency for such issues. Our Company will, therefore, not appoint a monitoring agency.

Underwriting Agreement

Our Company may enter into an Underwriting Agreement with Underwriter(s) for underwriting the Rights Equity Shares. The details of such Underwriting Agreement, if entered into, shall be included in the Letter of Offer to be filed with the Stock Exchange pursuant to receipt of observations on this Draft Letter of Offer, if any. Our Company shall ensure and provided a declaration to the effect that the Underwriter(s) appointed shall have sufficient resources to enable them to discharge their underwriting obligations in full.

Investor Grievance

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Form, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please see "***Terms of the Issue- Making of an Application through the ASBA process***" on page 244.

Minimum Subscription

The minimum subscription criteria (of at least 90% of the Issue) as provided in regulation 86(1) of the SEBI ICDR Regulations is applicable to this Issue. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

Appraising Entity

The objects of this Issue have not been appraised by any bank or any other independent financial institution or any other independent agency.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold for filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from ₹ 10,00,00,000.00/- (Rupees Ten Crores Only) to ₹ 50,00,00,000.00/- (Rupees Fifty Crores Only). Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with NSE and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

Issue Schedule

Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last date for On Market Renunciation of Rights Entitlements#	[●]
Issue Closing Date*	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board, or a duly authorized committee thereof, will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company or the Lead Manager.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date have not provided details of their demat accounts to our Company or to the Registrar, they must provide their demat account details to our Company or the Registrar no later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable credit of the Rights Entitlements to their respective demat accounts by transfer from the demat suspense escrow account, which will happen one day prior to the Issue Closing Date, i.e., [●]. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar at www.linkintime.co.in Such Eligible Equity Shareholders can make an application only after the Rights Entitlements are credited to their respective demat accounts.

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. It is encouraged that the Application Forms are submitted well in advance before the Issue Closing Date. For details on submitting Application Forms, please refer to "***Terms of the Issue - Procedure for Application***" beginning on page 244.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholder may be accessed by such respective Eligible Equity Shareholder on the website of the Registrar www.linkintime.co.in after keying in their respective details along with other security control measures implemented thereat. For further details, please refer to "***Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders***" beginning on page 244.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before the Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from the market and the purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who receive credit of the Rights Entitlements must make an Application to subscribe to the Equity Shares offered under the Rights Issue.

CAPITAL STRUCTURE

The share capital of our Company, as at the date of this Draft Letter of Offer, and details of the Equity Shares proposed to be issued in the Issue, and the issued, subscribed and paid-up share capital after the Issue, are set forth below:

(in ₹, except shares data)

		Aggregate value at Face Value	Aggregate value at Issue Price
A	AUTHORISED SHARE CAPITAL		
	2,50,00,000 Equity Shares of ₹10 each	25,00,00,000	-
B	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
	1,34,30,851 Equity Shares of ₹10 each	13,43,08,510	-
C	PRESENT ISSUE IN TERMS OF THIS DRAFT LETTER OF OFFER(1)		
	Up to [●] Rights Equity Shares, at a premium of ₹ [●] per Rights Equity Share, i.e., at an Issue Price of ₹ [●] per Rights Equity Share(2)	[●]	[●]
D	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE(3)		
	[●] Equity Shares of ₹ [●] each	[●]	[●]
E	SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE ISSUE		
	[●] Equity Shares of ₹10 each fully paid-up		
	[●] Equity Shares of ₹ [●] each partly paid-up(4)		
F	SECURITIES PREMIUM ACCOUNT		
	Before the Issue	[●]	
	After all Calls made in respect of Rights Shares	[●]*	

(1) The Issue has been authorised by our Board pursuant to a resolution dated March 07, 2024. The terms of the Issue, including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by our Board at their meeting held on [●].
(2) On Application, Investors will have to pay ₹ [●]/- per Rights Equity Share which constitutes [●]% of the Issue Price and the balance ₹[●]/- per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on Calls, as determined by our Board at its sole discretion from time to time.
(3) Assuming full subscription by the Eligible Equity Shareholders of the Rights Equity Shares. Please note that the Payment Schedule and the right to call up the remaining paid-up capital in one or more subsequent Calls will be as determined from time to time, at its sole discretion, by our Board.
(4) Assuming full payment of all Call Monies by holders of Rights Equity Shares and Assuming full conversion of outstanding ESOPs
**Subject to finalization of Basis of Allotment and Allotment of Rights Equity Shares.*

Notes to the Capital Structure

1. **Intention and extent of participation by our Promoters and Promoter Group in the Issue:**

   Our Company is a professionally managed company and does not have an identifiable promoter either in terms of the SEBI ICDR Regulations or the Companies Act, 2013.

   The minimum subscription criteria provided under regulation 86(1) of the SEBI ICDR Regulations shall apply. Therefore, in accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is a delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates as prescribed under the applicable laws.

2. The ex-rights price of the Equity Shares offered pursuant to this Issue and in compliance with the valuation formula set out in Regulation 10(4)(b)(ii) of the Takeover Regulations is ₹[●] per Equity Share.

3. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Rights Equity Shares allotted pursuant to the Rights Issue, shall be partly paid-up. For further details on the terms of the Issue, please see "***Terms of the Issue***" on page 244.

4. **Shareholding Pattern of our Company as per the last filing with the Stock Exchange, in compliance with the provisions of the SEBI LODR Regulations:**

   (i) The shareholding pattern of our Company, as on December 31, 2023, may be accessed on the website of the NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern.

   (ii) A statement as on December 31, 2023, showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category "Public", including equity shareholders holding more than 1% of the total number of Equity Shares, as well as details of shares which remain unclaimed may be accessed on the website of the NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern.

5. **Details of shares locked-in, pledged, encumbrance by Promoters and Promoter Group:**

   Our Company is a professionally managed company and does not have an identifiable promoter either in terms of the SEBI ICDR Regulations or the Companies Act, 2013.

6. At any given time, there shall be only one denomination of the Equity Shares of our Company.

7. **Details of specified securities acquired by our Promoters and Promoter Group in the last one year immediately preceding the date of filing of the Draft Letter of Offer**

   Our Company is a professionally managed company and does not have an identifiable promoter either in terms of the SEBI ICDR Regulations or the Companies Act, 2013.

8. **Details of outstanding securities of our Company**

   As on date of this Draft Letter of Offer, there are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer except as mentioned below:

   Employee Stock Option Scheme

   Our Company Pursuant to a resolution dated September 22, 2021 passed by our Board of Directors and shareholders approval through postal ballot dated October 31, 2021 approved the 'Employee Stock Option Plan 2021' ("**ESOP 2021**") for the benefit of such person(s) who are in permanent employment of our Company and our Subsidiary Company/ies working in India, and to the Directors of our Company, whether whole-time or not, and our Subsidiary Company(ies) and to such other persons, (hereinafter collectively referred to as "Eligible Employees"), other than Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of our Company for employees who qualify for issue of Options under the scheme and fulfils the conditions as decided by the Nomination and Remuneration Committee ("**NRC**") or who is nominated by the NRC at its sole discretion.

   The details of ESOP 2021 have been mentioned below as on April 15, 2024:

Total Number of Options	Options Granted	Options Vested	Options Exercised	Options lapsed/expired	Options forfeited	Total Options outstanding
6,70,000	4,12,000	1,03,000	2600	1,11,000	Nil	3,01,000

OBJECTS OF THE ISSUE

The Net Proceeds of the Issue are proposed to be utilized by our Company for the objects set out below ("**Objects**");

1. Investment in its Wholly Owned Subsidiary Company viz. MITCON Sun Power Limited for Solar Park;
2. To finance the upgradation of Environment Laboratory;
3. Investment in its Joint Venture Company viz. MITCON Nature Based Solutions Limited;
4. To invest in Front End Engineering Design Development;
5. To finance the acquisition of instruments for training;
6. To carry out the capital expenditure for refurbishment of office space;
7. Part-funding the incremental working capital requirements and
8. General corporate purposes.

The main objects clause and objects incidental or ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

Details of objects of the Issue

The details of the objects of the Issue are set forth in the following table:

(₹ In lakhs)

Particulars	Estimated Amount
Gross Proceeds from the Issue*#	Up to 3,500
Less: Issue Related Expense**	[●]
Net Proceeds from the Issue	**[●]**

* *Assuming full subscription in the Issue and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.*
** *See "**Estimated Issue Related Expenses**" on page*
# *If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.*

Requirement of Funds

The details of the Net Proceeds are set forth in the following table:

(₹ In lakhs)

Sr. No.	Particulars	Estimated Amount
1.	Investment in its Wholly Owned Subsidiary Company viz. MITCON Sun Power Limited;	591.00
2.	To finance the upgradation of Environment Laboratory;	53.09
3.	Investment in its Joint Venture Company viz. MITCON Nature Based Solutions Limited;	243.00
4.	To invest in Front End Engineering Design Development;	149.91
5.	To finance the acquisition of instruments for training;	21.60
6.	To carry out the capital expenditure for refurbishment of office space;	130.87
7.	Part-funding the incremental working capital requirements and	1,250.00
8.	General corporate purposes*	**[●]**
Net Proceeds from the Issue**		**[●]**

* *Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds.*
** *Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio. In the event the Issue is subscribed more than 90% but less than 100%, the Company shall utilise the Net Proceeds on pro-rata basis up to the estimated amount mentioned above, and use the remaining proceeds, if any, towards general corporate purposes, provided that the total amount utilised towards general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Objects for utilisation of funds from call money on partly paid shares

Our Company may utilise the entire proceeds raised at Application and Call Monies towards stated objects as tabled below.

Further, the utilisation of Net Proceeds towards general corporate purposes will be from the Call Monies in the proportion decided by our Board, at its discretion.

(₹ in lakhs)

Sr. No.	Particulars	Total Amount to be deployed from Net Proceeds	Estimated Utilisation from Application money@	Estimated Utilisation Through Call money@
1.	Investment in its Wholly Owned Subsidiary Company viz. MITCON Sun Power Limited;	591.00	280.00	311.00
2.	To finance the upgradation of Environment Laboratory;	53.09	25.00	28.09
3.	Investment in its Joint Venture Company viz. MITCON Nature Based Solutions Limited;	243.00	150.00	93.00
4.	To invest in Front End Engineering Design Development;	149.91	65.00	84.91
5.	To finance the acquisition of instruments for training;	21.60	21.60	0.00
6.	To carry out the capital expenditure for refurbishment of office space;	130.87	100.00	30.87
7.	Part-funding the incremental working capital requirements; and	1250.00	110.00	1140.00
8.	General corporate purposes*	[●]	[●]	[●]
Total Net Proceeds from the Issue		**[●]**	**[●]**	**[●]**

#Rounded off to two decimal places.
** The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds*
@ As certified by M/s S L Bagadi & Co., Chartered Accountants pursuant to certificate dated April 18, 2024, bearing UDIN:24041009BKDAZD2689 w.r.t Deployment Funds Certificate.

Means of Finance

The funding requirements, deployment of funds and the intended use of the Net Proceeds as described in the section titled "***Objects of the Issue***" mentioned above are based on the current business plan, management estimates, prevailing market conditions and other commercial and technical factors and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, receipt of all Call Monies with respect to the Rights Equity Shares and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws.

The Company proposes to meet the entire funding requirements for the proposed Object of the Issue from the Net Proceeds and identifiable internal accruals, if required. Therefore, the Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Schedule of Implementation and Deployment of Funds

Our Company is raising [●] of the Issue Proceeds on Application with balance monies being raised in subsequent Calls as may be decided by the Board from time to time. The following table provides for the proposed deployment of funds to be raised at Application after deducting Issue related expenses:

(₹ In lakhs)

Sr. No.	Particulars	Amount to be deployed from Net Proceeds	Estimated deployment of Net Proceeds for the FY 2024-25@	Estimated deployment of Net Proceeds for the FY 2025-26@
1.	Investment in its Wholly Owned Subsidiary Company viz. MITCON Sun Power Limited;	591.00	280.00	311.00
2.	To finance the upgradation of Environment Laboratory;	53.09	25.00	28.09
3.	Investment in its Joint Venture Company viz. MITCON Nature Based Solutions Limited;	243.00	150.00	93.00
4.	To invest in Front End Engineering Design Development;	149.91	65.00	84.91
5.	To finance the acquisition of instruments for training;	21.60	21.60	-

6.	To carry out the capital expenditure for refurbishment of office space;	130.87	100.00	30.87
7.	Part-funding the incremental working capital requirements and	1250.00	110.00	1140.00
8.	General corporate purposes#	[●]	[●]	[●]
Total Net Proceeds from the Issue		**[●]**	**[●]**	**[●]**

#Subject to the finalization of the Basis of Allotment and the Allotment. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds;
@ As certified by M/s S L Bagadi & Co., Chartered Accountants pursuant to certificate dated April 18, 2024, bearing UDIN:24041009BKDAZD2689.

The outstanding subscription money will be called within 12 months from the date of allotment in the Issue or within such extended time period in accordance with Regulation 89 of the SEBI ICDR Regulations and as may be determined by the Board at its sole discretion from time to time.

Our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our Board. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Our Company may also utilize any portion of the Net Proceeds, towards the aforementioned objects of the Issue, ahead of the estimated schedule of deployment specified above. Further, in the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to any reason, including (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods as may be determined by our Company, in accordance with applicable laws.

In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding other existing objects, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

Details of the Objects of the Issue

1. Investment in wholly owned Subsidiary Company viz. MITCON Sun Power Limited

Brief about MITCON Sun Power Limited (MSPL)

MITCON Sun Power Limited (MSPL) was incorporated on April 24, 2018, with an object to carry on the business of generating, transmitting, dealing, trading, and distributing energy from various sources including solar energy, wind energy, hydro power and biomass and to otherwise deal in all types of renewable energy generation equipments, energy saving devices, solar energy products, gadgets and components and to sell, trade or otherwise deal in energy, carbon credits and other energy and recyclable products including energy storage and distribution of products and services.

One of the principal businesses of MSPL is dealing in solar energy along with EPC of Solar Power Plant along with investments in companies which engaged into achieving Sustainable Development Goals. Presently, the Company is operating a Solar Park in the State of Maharashtra in which the power is generated for group/captive use by commercial/industrial consumers through its 4 Subsidiary companies as per Open Access Policy of Government of India.

Details about form of Investment in MSPL

MSPL is a Wholly Owned Subsidiary of the Company. The Company intends to infuse funds of upto ₹ 591 Lakhs into MSPL. The form of infusion of such amount allocated for this object shall be, by way of debt being Inter Corporate Unsecured Loan in accordance with Inter Corporate Unsecured Loan Agreement dated April 10, 2024; brief terms of which are as follows;

Sr. No.	Particulars	
1.	Name of the Lender	MITCON Consultancy and Engineering Services Limited
2.	Amount of Loan	₹ 591 Lakhs
3.	Tenure	2 Years
4.	Nature of Loan	Inter-corporate Unsecured Loan
5.	Rate of Interest	9.50 % p.a.

Note: The principle terms have been derived from the Inter-corporate Loan Agreement dated April 10, 2024 and the same is certified by the Statutory Auditors, M/s J Singh & Associates, Chartered Accountants Pursuant to certificate dated April 18, 2024, bearing UDIN: 24041179BKFPUE7360.

An amount of ₹ 591/- Lakhs as above to be invested by our Company in MSPL shall be utilized by MSPL in following manner;

Sr. No.	Particulars	Amount to be deployed from Net Proceeds	Estimated deployment of Net Proceeds for the FY 2024-25	Estimated deployment of Net Proceeds for the FY 2025-26
a.	Part Equity infusion by MSPL in one or more Subsidiaries for captive Power Project in Solar Park;	461.00	150.00	311.00
b.	To subscribe 13,000 OCPS – B of ₹1,000/- of Planeteye Farm-AI Limited;	130.00	130.00	--

a. Part Equity infusion by MSPL in one or more proposed Subsidiaries for captive Power Project in Solar Park

Solar Park – in brief

Solar Power Projects can be set up anywhere in the Country, however the solar power projects developed in scattered manner leads to higher project cost per MW and higher transmission losses. Individual projects of smaller capacity incur significant expenses in site development, drawing separate transmission lines to nearest substation, procuring water and in creation of other necessary infrastructure. It also takes longer time for project developers to acquire land, get all types of clearances and permissions etc. which ultimately delays the project. To overcome these challenges, the concept of "Solar Park" is introduced by State and Central Governments.

A Solar Park is large chunk of land developed with common infrastructure facilities like transmission infrastructure, road, water, drainage, communication network etc. with all statutory clearances. Thus, the solar power consumer/developer can set up solar projects hassle-free.

The Solar Parks provide suitable developed land with all clearances, transmission system, water access, road connectivity, communication network, etc. The scheme facilitates and speed up installation of grid connected solar power projects for electricity generation on a large scale.

As per Government of India, Ministry of Power notification G.S.R. 379 (E) dated 8.6.2005, no power plant shall qualify as the 'captive generating plant' under Section 9 read with clause (8) of section 2 of the Electricity Act, 2003 unless

(1)
a) in case of a power plant -
(i) not less than twenty-six percent of the ownership is held by the captive user(s), and
(ii) not less than fifty-one percent of the aggregate electricity generated in such plant, determined on an annual basis, is consumed for the captive use:

Provided that in case of power plant set up by registered cooperative society, the conditions mentioned under paragraphs at (i) and (ii) above shall be satisfied collectively by the members of the co-operative society:

Provided further that in case of association of persons, the captive user(s) shall hold not less than twenty-six percent of the ownership of the plant in aggregate and such captive user(s) shall consume not less than fifty one percent of the electricity generated, determined on an annual basis, in proportion to their shares in ownership of the power plant within a variation not exceeding ten percent;

(b) in case of a generating station owned by a company formed as special purpose vehicle for such generating station, a unit or units of such generating station identified for captive use and not the entire generating station satisfy (s) the conditions contained in paragraphs (i) and (ii) of sub-clause (a) above including-

Explanation :-
(1) The electricity required to be consumed by captive users shall be determined with reference to such generating unit or units in aggregate identified for captive use and not with reference to generating station as a whole; and

(2) the equity shares to be held by the captive user(s) in the generating station shall not be less than twenty- six per cent of the proportionate of the equity of the company related to the generating unit or units identified as the captive generating plant.

Illustration: In a generating station with two units of 50 MW each namely Units A and B, one unit of 50 MW namely Unit A may be identified as the Captive Generating Plant. The captive users shall hold not less than thirteen percent of the equity shares in the company (being the twenty-six percent proportionate to Unit A of 50 MW) and not less than fifty one percent of the electricity generated in Unit A determined on an annual basis is to be consumed by the captive users.

(2) It shall be the obligation of the captive users to ensure that the consumption by the Captive Users at the percentages mentioned in sub-clauses (a) and (b) of sub-rule (1) above is maintained and in case the minimum percentage of captive use is not complied with in any year, the entire electricity generated shall be treated as if it is a supply of electricity by a generating company

Solar Park are developed to achieve efficient delivery of solar power projects. Group Captive/Captive solar power plants, is a structure where a Solar Project developer sets up a power plant for group/captive use by commercial/industrial consumers. The policy for open access stipulates that Solar Project Developer should have maximum 74% and consumer to have minimum 26% equity share capital in the project. In group captive/captive projects, consumer is exempted from paying Cross Subsidy Surcharge (CSS) as per the Open Access Guidelines. Hence, separate SPV's are formed with each of the Open Access Consumer wherein Solar Project developer holds up to 74% and balance is held by the captive consumer.

Brief details of existing Solar Park in MITCON Sun Power Limited (MSPL)

MSPL had acquired Solar Park on March 16, 2021 by entering into Memorandum of Understanding (MOU) with Shree Swami Samarth Solar Green Energy LLP. The capacity of the Solar Park owned by MSPL is approximately 10 MW and MSPL solicits open access customers for their Solar Power requirements from its Solar Park.

Location of the Solar Park

Village	:	Kini
Taluka	:	Akalkot
Dist	:	Solapur
State	:	Maharashtra

LATITUDE	LONGITUDE
17.67700 ºN	76.26408 ºE
17.67487 ºN	76.26788 ºE

* as per layout

Daily average Global Solar Irradiance: GHI- 5.36 kWh/m^2/day & GTI- 5.64 kWh/m^2/day

Substation Details: 33/11 kV MSEDCL Kini Substation Dist Solapur, Maharashtra

Other details;

- Spread in 40 Acres of plain land owned by the Company with fencing & security arrangements;
- Statutory approvals and requisite permission for 10 MW Solar Power i.e. Grid Connectivity & Charging permission is obtained;
- Availability of requisite transmission line, water storage & treated water pipeline facilities;
- Availability of requisite substation for evacuation of power;
- Availability of requisite storm water drainage facility around plant periphery;
- Availability of requisite telecom network and fire station;

Present capacity utilization from existing Solar Park

Presently, the Solar Park of MSPL has requisite approvals and permission upto 10 MW of Solar Power of which approximately 67.80% i.e. 6.78 MW of Solar Power is being generated and used by Captive User(s) under requisite SPV Model as per Notification dated June 8, 2005 under Electricity Rules, 2005 of the Government of India and thus there is available load of 3.22 MW of Solar Power installation which can be achieved by setting up a new Ground Mount Solar Power Plant upto 3.22 MW in the Solar Park.

Details of existing Solar Park Capacity utilisation

Name of SPV	Capacity (MW AC)	Captive User (SPV shareholding)	Ratio of shareholding in SPV (MSPL: Captive User)	Status

MSPL Unit 1 Limited	1.4 MW	Captive User 1	74:26	Operational
MSPL Unit 2 Limited	1.0 MW	Captive User 2	74:26	Operational
MSPL Unit 3 Limited	3.2 MW	Captive User 3	74:26	Operational
MSPL Unit 4 Limited	1.18 MW	Captive User 4	74:26	Operational

There is available load of 3.22 MW in the above Solar Park which MSPL is proposing to tie up with one or more captive user(s) and the same to be developed in one or more SPV(s) as per Open Access Policy of the Government.

MSPL proposes to utilize an amount of ₹461 lakhs received as inter corporate unsecured loan in setting up a new Ground Mount Solar Power Plant upto 3.22 MW in the said Solar Park as its own equity contribution [being 74% of 30% equity infusion] in one or more SPV(s) as per the existing Open Access Policy of the Government. This will allow MSPL to fully utilize the capacity in the Solar Park and cater the power requirements of its customers which would ultimately add to the revenue and profitability of MSPL.

Location of Solar Park : village Kini in the district of Solapur

The power project is proposed to be developed in house since MSPL has expertise in such set up.

Estimated cost of set up of Solar Power Plant

As per Open Access Policy, SPV shall be formed with 74% contribution from the Solar Project Developer and 26% contribution from the Captive Power User.

The estimated cost for setting up of Power project in the above Solar Park for 3.22 MW shall be ₹2,076 Lakhs* shall be funded in form of 70% debt [to be borrowed by SPV(s)] and 30% Equity infusion in separate SPV(s).

MSPL shall utilize ₹461 lakhs received the from Company as inter corporate unsecured loan towards its own equity contribution [being 74% of 30% equity infusion] in one or more SPV(s).

** The above cost has been estimated based upon the 3 separate DPRs prepared by the Company and the same is including GST and TCS payable. The cost is indicative in nature.*

b. **To subscribe 13,000 OCPS – B of ₹1,000/- of Planeteye Farm-AI Limited**;

MSPL vide Supplementary Deed to Share Subscription and Shareholders' Agreement dated March 21, 2024 had acquired 50% equity and equity linked instruments of Planeteye Farm-AI Limited from MITCON Nature Based Solutions Limited and thereby became the Joint Venture (JV) party of Planeteye Farm-AI Limited and acquired all rights and obligations from MITCON Nature Based Solutions Limited under the Share Subscription and Shareholders' Agreement dated September 20, 2023 entered into between (i) Planteye Farm-AI Limited, (ii) MITCON Nature Based Solutions Limited (now transferred to MSPL) (iii) Tushar Daulatrao Patil and (iv) Nirmala Daulatrao Patil.

Under the original Share Subscription and Shareholders' Agreement dated September 20, 2023, MITCON Nature Based Solutions Limited had agreed to infuse a sum of ₹ 200 lakhs [bifurcated into MITCON Closing Investment Amount of ₹ 50 lakhs by subscription of 5,000 OCPS – B of ₹1,000/- each and MITCON Balance Amount of ₹150 lakhs by subscription of 15,000 OCPS – B of ₹ 1,000/- each]. Of the agreed amount, MITCON Nature Based Solutions Limited on November 03, 2023 had invested ₹ 10 lakhs by subscription of 1,000 OCPS – B of ₹1,000/- each*.

MSPL while entering into Supplementary Deed to Share Subscription and Shareholders' Agreement dated March 21, 2024 had agreed to infuse balance amount of ₹190 lakhs by subscription of 19,000 OCPS – B of ₹1,000/- each in Planeteye Farm-AI Limited.

Planeteye Farm-AI Limited is committed to revolutionizing agriculture by seamlessly integrating artificial intelligence and satellite monitoring technologies, our cutting-edge solutions empower farmers, agribusinesses, and stakeholders across the entire agricultural value chain, fostering efficiency, sustainability, and increased yields. Explore our innovative products designed to address the intricacies of modern agriculture.

Planeteye Farm-AI Limited stands to benefit from financial assistance from MSPL, while the joint venture partner contributes expertise in AI Technology tailored for farming operations resulting into potential for financial returns while contributing to sustainable agriculture and technological innovation.

Planeteye Farm-AI Limited vide its letter dated March 26, 2024 had requested MSPL to infuse a sum of ₹130 lakhs by subscribing 13,000 OCPS – B of ₹1,000/- each for expanding its business operations.

Based on the aforementioned requirement, MSPL had requested vide its letter dated April 01, 2024 to the Company being holding company for infusion a sum of ₹130 lakhs for it to subscribe 13,000 OCPS – B of ₹1,000/- of Planeteye Farm-AI Limited.

MSPL shall utilise ₹130 lakhs by subscribing 13,000 OCPS – B of ₹1,000/- of Planeteye Farm-AI Limited in furtherance to Supplementary Deed to Share Subscription and Shareholders' Agreement dated March 21, 2024.

** As certified by the Statutory Auditors, M/s J Singh & Associates, Chartered Accountants Pursuant to certificate dated April 18, 2024, bearing UDIN: 24041179BKFPUT8468.*

2. *To finance the upgradation of Environment Laboratory*

Brief about the existing Environment Laboratory

Our Company has been providing environmental consulting and engineering services to our corporate clients through well equipped, accredited, recognized in-house laboratory. It is one of the oldest Laboratory set up located in the city of Pune, Maharashtra and we believe that it reflects our commitment to excellence in the design, implementation, and management of innovative solutions for our corporate clients including private and public sector clients.

Our Company provides an extensive range of environment monitoring and analytical services for numerous industries through experts and its well-equipped laboratory recognized by the Ministry of Environment & Forest and Climate Change (MoEF & CC), Government of India. The laboratory is accredited by National Accreditation Board for Testing and Calibration Laboratory (NABL) under ISO/IEC 17025:2017 and accredited by Occupational Health and Safety Management Systems (ISO 45001:2018)

Brief about the proposed Laboratory Upgradation

In addition to existing facility equipped with latest equipment for food and environmental testing, we propose to add certain equipment and consumables which will allow us to add 96 new parameters of testing. To provide effective service to existing and new clientele, our Company is proposing to procure additional equipments as well as consumables to upgrade the existing environmental Laboratory.

Following are the different commodities and parameters that are proposed to be added for the purpose of upgradation;

Sr. No.	Particulars
1.	Water analysis (Chemical testing IS 10500:2012) with 6 Parameters
2.	Waste Water (as per Maharashtra Pollution Control Board & Industries norms) with 6 parameters
3.	Food nutritional labelling with 4 commodities (ready to eat food, carbonated beverages, Animal Feed, breakfast food (20 Parameters, Chemical discipline)
4.	Food with 2 commodities (Ready (10 parameters, Biological Discipline)
5.	Food - in existing scope 8 additional parameters
6.	Packaged Drinking Water:20 chemical parameters (as per IS 14543 standard)
7.	Packaged Drinking Water with 12 Microbiological Parameters (As per IS 14543 standard)
8.	Source emission:3 Parameters (Total Particulate Matter, SO2, NO2)
9.	Cooling tower /Bath water: Biological Parameter Legionella
10.	Milk Adulterants (10 Adulterants)

Existing Environmental Laboratory set up

Existing Environmental Laboratory is spread in 2,960 sq ft. carpet area located at Agriculture College Campus, Next to DIC Office, Shivaji Nagar, Pune 411 005, Maharashtra. There are no further space requirements for upgradation and we believe that with moderate modifications and availability of equipments and consumables within the existing facility, the intended upgradation shall be achieved.

Approval/Recognition/accreditation require for expansion

The existing Environmental Laboratory is recognised by Central Pollution Control Board vide Gazette Notification being LB/4/2021-INST-Lab-HO-CPCB-HO dated June 2, 2023 as 'Environmental Laboratory' to carry out the functions entrusted to the Environmental Laboratories under the Environment (Protection) Act, 1986.

Further, National Accreditation Board for Testing and Calibration Laboratories (NABL) vide its certificate dated December 30, 2022 issued Certificate of Accreditation to our Company for few more parameters. Our Company shall apply to NABL for Accreditation for remaining parameters in laboratory upgradation once the upgradation is completed.

Also, National Accreditation Board for Education and Training (NABET) vide its certificate dated January 10, 2024 issued Certificate of Accreditation to our Company which was valid till February 05, 2024 and was further extended up to May 8, 2024.

Equipments

An indicative list of such equipments that we intend to purchase, along with details of the quotations we have received in this respect

Sr. No.	Particulars	Qty	Name of Vendors and quote from the Vendor*		
			Envirotech Instruments Private Limited**	Aero Vironment Engineers Inc.**	Nucleus Bioscience **
1.	Stack Monitoring Kits	1	0.62	-	-
2.	Microdigestor	1	-	-	20.82
3.	Handy sampler	1	-	0.14	-
4.	Autoclave	1	-	-	0.62
5.	Refractometer	1	-	-	6.21
6.	Polarimeter	1	-	-	9.45
7.	Noise Meter	1	1.25	-	-

is set forth below, along with break-up of cost of each equipment and consumables are as under;

Consumables

(*In Lakhs*)

Sr. No.	Particulars	Name of Vendors and quote from the Vendor*			
		Microbee Life Science LLP**	J.P. & Co. **	Vijay chemicals**	Pure Microbes**
1.	Chemicals & Glasswares	5.45	-	-	-
2.	Media & culture for microbiology	-	1.09	0.29	0.53

The above quotations are on Purchase Order (PO) basis and we have not issued any PO for the above equipment and consumables and the same shall be placed upon receipt of proceeds of Rights Issue.

** above is net amount exclusive of GST*
***As verified and certified by M/s J Singh & Associates, Chartered Accountant being Statutory Auditors of the Company, by way of their certificate dated April 18, 2024 bearing UDIN: 24041179BKFPUG1625*

Funds intended to be utilized as per following details

Of the above quote received, our Company intents to utilize the net proceeds as follows;

Sr. No.	Particulars	Qty	Name of the Vendor	Amount
Equipment's				
1.	Stack Monitoring Kits	6	Envirotech Instruments Private Limited	3.72
2.	Microdigestor	1	Nucleus Bioscience	20.82
3.	Handy sampler	2	Aero Vironment Engineers Inc	0.28
4.	Autoclave	1	Nucleus Bioscience	0.62
5.	Refractometer	1	Nucleus Bioscience	6.21
6.	Polarimeter	1	Nucleus Bioscience	9.45
7.	Noise Meter	5	Envirotech Instruments Private Limited	6.25
Consumables				
1.	Chemicals & Glasswares	--	Microbee Life Science LLP	5.45
2.	Media & culture for microbiology	--	Vijay chemicals	0.29
TOTAL				**53.09**

Note: We have procured quotations from vendors and will be placing the orders with vendors based on the competitive cost and proposed delivery schedule of the equipment and deployment schedule.

The quotations received from vendors in relation to the above-mentioned equipment are valid as on the date of this Draft Letter of Offer. However, we have not entered into any definitive agreements with the vendors and there can be no assurance that the same vendor(s) would be engaged to eventually supply the equipment and component or we will get the equipment at the same costs. The quantity of equipment to be purchased is based on management estimates. We do not intend to purchase any second-hand equipment.

3. *Investment in its Joint Venture Company viz. MITCON Nature Based Solutions Limited*

Brief about MITCON Nature Based Solutions Limited (MNBSL)

MITCON Nature Based Solution Limited **(MNBSL)** was incorporated on September 15, 2022. The main object of incorporating the Company was to engage in the field of green chemistry, agro-forestry, agro-products and other allied forestry. Providing E2E i.e. concept to commissioning sustainable, environmentally friendly solutions which will include pre-investment consulting services, basic and detailed engineering, project management consultancy services, technical audits.

A commercial farming concept is being implemented to procure the produce of Mahogany under the commercial contract method as recommended by the Department of Agronomy and Social Forestry. MNBSL is working on their mission to provide sustainable income opportunities through agroforestry for farmers. MNBSL is implementing the commercial forestry concept of Mahogany forestry in the agricultural sector this year to procure the produce of the trees on a contract basis.

Details about form of Investment

MNBSL was originally incorporated as wholly owned subsidiary of our Company. Subsequently, our Company vide Share Subscription and Shareholders' Agreement dated October 20, 2022 had entered into Joint Venture arrangement between our Company i.e. MITCON Consultancy and Engineering Services Limited which is holding 50% of the shareholding in MNBSL along with its nominee and (i) Mr, Bhagatsing Manohar Shelke, (ii) Sonali Bhagatsing Shelke and (iii) Ganesh Madhav Haral, collectively holding 50% of the shareholding in MNBSL.

Our Company brings carbon credit evaluation expertise and JV Partners brings business expertise within the context of mahogany plantation which involves leveraging the carbon sequestration potential of mahogany trees to generate carbon credits, which can then be traded or sold on carbon markets as a way to mitigate climate change.

Our Company had agreed to infuse total of ₹1,000 lakhs in the MNBSL in Share Subscription and Shareholders' Agreement dated October 20, 2022, as a part of their commitment by subscribing 1,00,000 Series B, Optionally Convertible Preference Shares of ₹1,000/- each. Under the term of the Shareholders' Agreement dated October 20, 2022, our Company on November 25, 2022 infused₹ 250 lakhs by subscribing 25,000 Series B, Optionally Convertible Preference Shares of ₹1,000/- each and balance ₹750 lakhs was to be infused within Six months from date of entering into Share Subscription and Shareholders' Agreement by subscribing 75,000 Series B, Optionally Convertible Preference Shares of ₹1,000/- each

Vide Deed of Amendment to Shareholders' Agreement dated February 23, 2024, our Company had revised the schedule of subscribing to balance 75,000 Series B, Optionally Convertible Preference Shares of ₹1,000/- each amounting to ₹750 lakhs.

The revised schedule of Amendment to Shareholders' Agreement dated February 23, 2024 is reproduced as follows;

Sr. No.	Milestone	Amount*
1.	Investment till December 31, 2023 (excluding Rs.36,60,432/-investment done for use by Planeteye Farm AI)*	₹3,06,69,412 (Rupees Three Crore Six Lakhs Sixty Nine Thousand Four Hundred and Twelve only)
2.	During financial year FY2024-25 linked to approved Business Plan as *Annexure I*	₹1,43,30,588 (Rupees One Crore Forty Three Lakhs Thirty Thousand Five Hundred and Eighty Eight only)
3.	On completion of 10,000 Acres Plantation	₹1,00,00,000 (Rupees One Crore only)
4.	On completion of 20,000 Acres Plantation	₹1,00,00,000 (Rupees One Crore only)
5.	On completion of 30,000 Acres Plantation	₹1,00,00,000 (Rupees One Crore only)

Our Company had further infused an amount of ₹ 307 lakhs until December 31, 2023 as per milestone Sr. No. 1 of the above table (being part of Deed of Amendment to Shareholders' Agreement dated February 23, 2024) by way of subscribing to 28,985 OCPS of ₹ 1,000/- each amounting to ₹ 290 lakhs and a temporary advance amounting to ₹ 17 lakhs*.

**As certified by the Statutory Auditors, M/s J Singh & Associates, Chartered Accountants Pursuant to certificate dated April 18, 2024, bearing UDIN: 24041179BKFPUH3251*

As a part of Deed of Amendment to Shareholders' Agreement dated February 23, 2024, our Company is required to infuse ₹ 143 lakhs and ₹100 lakhs during the Financial Year 2024-2025 under Sr. No. 2 and 3 of the above table (being part of Deed of Amendment to Shareholders' Agreement dated February 23, 2024) and MNBSL vide its letter dated March 04, 2024 had requested the Company to infuse a sum of ₹ 243 lakhs therefore we intend to utilise ₹ 243.30 lakhs from the Net Issue for the towards our above stated commitments.

4. To invest in Front End Engineering Design Development (FEEDD)

Our Company intends to invest in Front End Engineering Design Development (FEEDD) of Bio-char, Pilot Plant – Fermentation, CO2 to Fuel Technology, Bio-ether and Sustainable Aviation Fuel Technology. Details of each of them are described below;

(a) Bio-Char plant and Pilot Plant – Fermentation

(i) Brief details

Bio-char

- Bio-char production is a technique through which carbon from certain biomasses is transformed into stable carbon that can be captured in the soil
- Bio-char is a type of charcoal produced by heating organic material, such as wood chips, agricultural waste, or biomass, in a low-oxygen environment through a process called pyrolysis. It is used primarily as a soil amendment to improve soil fertility, water retention, and carbon sequestration. Bio-char plants can also be registered as carbon projects earning carbon credits. Bio-char help reduce greenhouse gas emissions by locking carbon in the soil for hundreds to thousands of years.
- Bio-char plants also qualify for carbon credit projects.
- Our Company expects rise in demand for Bio-char plants for Companies to achieve their SDG's.

Pilot Plant – Fermentation

- One of the objectives of green chemistry is to be able to offer biological processes to produce mainstrem chemicals. The identified organic acids are -
  - Citric acid (CA)
  - Succinic acid (SA)
  - Lactic Acid (LA)

These shall use starch as the raw material and are perfect fit where the corn availability is between 2 to 10 TPD. (Ethanol plants become un-viable for this capacity). LA can be used to produced poly-lactic acid (a bio-polymer)

Our Company intends to set up pilot plant to carry out trials of manufacturing of above chemicals and develop complete FEEDD package for commercial scale plants and will enable to increase the total serviceable market for MITCON.

(ii) Benefits

Benefits of Bio-char Plant

- Currently, there are no organized and reliable Original Equipment Manufacturers (OEM) who supply bio-char plants and their engineering in the Indian market.

- A bio-char demo plant installation and successful operation will make MITCON a preferred supplier of this technology and a Project Management Consultant (PMC) contractor for prospective clients. This is because, MITCON has working relations with prospective clients on ground level. It is a perfect complement to existing business of carbon capture and farm based activities.

Benefits of Pilot Plant – Fermentation

- Pilot plant will enable our Company to scale up and engineer commercial scale plants to produce organic acids. Pilot trials will help to establish performance parameters for different processes.

- It will also enable to optimize operational parameters and fermentation medium for efficient production.

The above two technologies will also increase the serviceable market for our Company resulting into better business prospects.

(iii) Equipments & milestones

Bio-char

Our Company plans to engineer a bio-char plant in-house. The capacity of this plant shall be to process 5 Tons of biomass per shift. This plant shall be procured from local vendors and installed at a demo site.

The major milestones are:
a) Engineering
b) Installation
c) Commissioning

Pilot Plant – Fermentation

It is proposed to set-up a multipurpose fermentation pilot plant, which shall be capable to handle different processes like:

a) Citric acid
b) Succinic acid
c) Lactic acid

The different bio-catalyst and operating conditions required for above products shall be optimised in this pilot plant.

The Proof of Concepts (POC) to produce above organic acids and their commercial viabilities shall be established. This will then become the basis of scale up to commercial scale technology.

The major milestones are:

a) Literature survey and research
b) Procurement of biological consortia
c) Procurement of equipment for pilot plants
d) Baseline establishment and scale up.

(b) CO2 to Fuel Technology, Bio-ether and Sustainable Aviation Fuel Technology

(i) Brief overview

CO2 to Fuel technology

Carbon Capture Utilization & Storage (CCUS) projects have started gaining importance since the COP26 held at Glasgow. This is vital to control the global temperature rise. In COP28 held at Dubai, it was advocated to accelerate CCUS deployment through new business models.

Current technology landscape talks about capture of carbon dioxide, compress it and store it under sea or in deserted oil fields. But, there is a limit to that, and the world needs to find out effective sequestration methods. Pure CO2 can be converted to different useful chemicals, methanol being one of them. Methanol has been produced successfully by a thermo-chemical route. This has been reported in several research publications (e.g. Fan Zhand et al.in "Improved methanol synthesis performance of Cu/ZnO/Al2O3 catalyst by controlling its precursor structure" available online at www.sciencedirect.com in green energy and environment 7 (2022) 772 – 781)

Bio-ether

Bio-ether is also called Bio-Diesel as this can be blended into diesel. Recently, Government has mandated blending of bio-diesel to the extent of 5% in regular diesel.

Government of India through Ministry of Petroleum and Natural Gas notified revised policy on biofuels vide notification dated June 4, 2018. According to notification, the methyl esters of plant based oils and animal fats can be used as a replacement of Diesel fuel. A blend of 10% to 20% biodiesel (B10 – B20) is permitted to be used in diesel fired engines. It is proposed to use non-edible oils, used cooking oils, animal fats, etc. into their bio-ethers.

It is proposed to use non-edible oils, used cooking oils, animal fats, etc. into their bio-ethers.

Sustainable Aviation fuel (SAF)

Sustainable Aviation fuel (SAF) has the greatest potential to reduce CO2 emissions from international aviation. There are several policy guidelines published till now and are available in the public domain [https://www.icao.int/environmental-protection/pages/SAF.aspx#:~:text=Sustainable%20aviation%20fuels%20(SAF)%20are,2%20emissions%20from%20International%20Aviation; https://www.iata.org/contentassets/d13875e9ed784f75bac90f000760e998/saf-policy-2023.pdf; https://www.itf-oecd.org/sustainable-aviation-fuels-policy-status]. Demand for SAF is on the rise, especially, with the new norms of blending 1% SAF in regular aviation turbine fuel, this is likely to pick up in the future. Boeing has taken a target to deliver commercial airplanes capable to fly 100% SAF by 2030 [https://www.boeing.com/content/dam/boeing/boeingdotcom/principles/esg/SAF-fact-sheet.pdf]. Similarly, Airbus is increasing the use of SAF in its own operations, with a target of 15% SAF in our global fuel mix by the end of 2024 and at least 30% by 2030 [https://www.airbus.com/en/sustainability/respecting-the-planet/decarbonisation/sustainable-aviation-fuels].

There are 2 major routes to produce SAF;

a) Waste vegetable oil route (HEFA process).
b) From Methanol using Fisher tropes synthesis

Our Company intends to develop technologies for all the above and become a process licensor in this domain.

(ii) Benefits

- Licensable technology
- Increase in serviceable available market
- New business models will emerge like – BOO based operations in the future
- CO2 sequestration projects.

(iii) Equipments & milestones

All the above projects are technology development projects. Different milestones are as follows –

CO_2 to Fuel technology

- Technology tie-up.
- Establish techno-economic feasibility
- Lab and Plant trials
- Data collection
- Basic engineering to create a technology package

Bio-ether

- Literature survey, conceptual design
- Setup demo plant for UCO
- Basic engineering package and costing for multi-feed large plants

Sustainable Aviation fuel (SAF)

- Literature survey, conceptual design
- Survey of available lab-scale and pilot setup
- Experimentation and Data collection
- Develop basic designs and engineering
- Techno-economic viability
- Basic engineering package

Funds intended to be utilized as per following details

The funds intend to be utilized towards investment ***for Front End Engineering Design Development (FEEDD)***investment in FEEDD of BIO-CHAR plant and Pilot Plant – Fermentation as per following details;

(₹ in Lakhs)

Sr. No.	Particulars	Basis	Amount*
1.	BIO-CHAR plant	Quotation from - Excellent En-Fab Incorporation	79. 41
2.	Pilot Plant – Fermentation	Quotation from - RD Industrial Solutions Pvt Ltd	20.00
3.	CO2 to Fuel	Quotation from - RD Industrial Solutions Pvt Ltd	10.50
4.	Bio-ether	Quotation from - Nachiket Enterprise	20.00
5.	Sustainable Aviation fuel (SAF)	Quotation from- Nachiket Enterprise	20.00
TOTAL			**149.91**

** amounts are excluding GST*

The above quotation is verified and certified by M/s J Singh & Associates, Chartered Accountant being Statutory Auditors of the Company, by way of their certificate dated April 18, 2024 bearing UDIN: 24041179BKFPUI1903

5. To finance the acquisition of instruments for training

Our Company conducts Solar Training Programs at multiple locations. These programs are designed to equip individuals from diverse backgrounds with comprehensive knowledge, ranging from technical engineering to the preparation of techno-commercial reports for residential, commercial, and industrial PV projects. The course extensively covers technical aspects essential for evaluating and bidding on potential residential and commercial PV installations, including safety protocols, site assessment, system design, performance analysis, pricing strategies, subsidy programs, and financial-benefit analysis. Moreover, participants learn to compile bankable reports that effectively communicate project details and financial viability. By providing in-depth training in these critical areas, we empower individuals to embark on successful careers or ventures in the PV solar EPC industry.

Details of our existing centres are as follows:

Sr. No.	Location of existing Training Centers*	Availability of Solar Kits
1.	Solar System & Training Kit – MITCON Agri	3
2.	Solar Training Kit – Amravati	3
3.	Solar Training Kit – Nagpur	1
4.	Solar Training Kit – Wardha	1
5.	Solar Training Kit – Nanded	1
6.	Solar Training Kit – Yavotmal	1
7.	Solar Training Kit – Sangli	2
8.	Solar & Wind mill Lab – Sangli	1
9.	Solar Training Kit – Karad	2
10.	Solar & Wind mill Lab – Karad	2
11.	Solar & Wind mill Lab – Pandharpur	1
12.	Solar Training Kit – Shirur	1
13.	Solar Training Kit – Jalgaon	1
14.	Solar Training Kit – Bilaspur	1
15.	Solar Training Kit – Ahmadnagar	1
16.	Solar Lab-Baramati	1
17.	Solar Lab-Nashik	1
18.	Solar Training Kits – Dharwad	1
19.	Solar Training Kits – Belgavi	1
20.	Solar Training Kits –Lucknow	1
21.	Solar Training Kits – Latur	1

22.	Solar Training Kits – Indore	2
23.	Solar Training Kits – Jablpur	1
24.	Solar Training Kits – Agarmalwa	1
25.	Solar Training Kits – Tadoba	1
26.	Solar Training Kits – Rajnandgaon	1

** above locations includes owned and third party locations and our Company merely uses above locations for limited purpose of training only*

A solar training course typically involves hands-on learning experiences with solar kits designed specifically for educational purposes. These kits are tailored to provide practical training in solar energy system installation, operation, and maintenance. Here's a brief overview of the components and features commonly found in solar kits used for training courses.

The Company intends to purchase five (5) Solar Kits for existing and / or new locations to provide skilled training in Solar Power and such skilled manpower trained with our Solar PV Technology course can be invaluable assets in various aspects of our Company's operations and expansion plans. Primarily, they can contribute significantly to the operation and installation of our existing & upcoming planed Solar Parks. Their expertise ensures efficient management, maintenance, and troubleshooting of solar energy systems, enhancing overall park performance and longevity.

The funds intend to be utilized as per following details;

(₹ in Lakh)

Sr. No.	Particulars	Basis	Amount
1.	Training Instruments [Solar Kit]	Quotation received from - Array Electricals LLP (for 5 Kits)	21.60*

**excluding GST*

Further, the break-up of cost of each Solar Kit are as under;

(₹ in Lakh)

Sr. No.	Particulars	Amount**
1.	Solar Street Light with setup – Compact	0.82
2.	Solar agri Pump setup (Submercible Pump)	0.70
3.	Solar Water Heater Setup - 200 Lit	0.22
4.	Solar PV Modules 1kw 335wp	0.26
5.	Mounting stand for the panel complete with rollers and variable tilt angle	0.08
6.	Offgrid – Invertor	0.12
7.	Offgrid - Battery 100 amp tubular	0.32
8.	Ongrid - Invertor (3 kw - single phase)	0.22
9.	DC cable - 4 sqmm - 30 mtrs	0.02
10.	PVC Cotton tape - 5 Nos	Negligible
11.	Earthing Kit (Including Rod, lightning arrester, Chemicle bags)	0.04
12.	Solar Cooker (Box type + Parabolic) - 1 each	0.27
13.	DC Lamp – 1	Negligible
14.	DC FAN-1	Negligible
15.	Load connection Board – 1	0.01
16.	ACDB 1PH	0.07
17.	DCDB 600V SPD	0.06
18.	NET METER 5-30	0.04
19.	GEN METER 5-30	Negligible
20.	Digital Multimeter-5	0.12
21.	MC4 Connectors	0.02
22.	2 in 1 Connectors	0.03
23.	3 in 1 Connectors	0.03
24.	Combination Plier- 2 Nos	Negligible
25.	Nose Plier-2 Nos	Negligible
26.	Side Cutting Plier-2 Nos	Negligible
27.	Wire Stripper-2 Nos	Negligible
28.	Electrical Knife-2 Nos	Negligible
29.	Cable Cutter-2 Nos	Negligible
30.	Screw Driver -2 Set	Negligible
31.	Chisel-1 No	Negligible
32.	Safety Helmets	0.06

33.	Safety Belts	0.04
34.	PVC Hand Gloves	Negligible
35.	Cotton Hand Gloves-10 Nos	Negligible
36.	Soldering Iron & Flux-2 Nos	0.01
37.	Tong tester	0.02
38.	Earth tester-2 Nos	0.02
39.	Spanner Set- 2 Nos (10-11,12-13,14-15,16-17,18-19)	0.01
40.	Allen key set	Negligible
41.	Apron	0.13
42.	Lux Meter	Negligible
43.	Hydromoter 2 Nos	0.01
44.	Angle Finder 2 Nos	0.08
45.	Red, Yellow, Black, Blue wire (1.5 sq.mm) - 25 Mtr Each	0.03
46.	Green wire (4 sq.mm) - 50 Mtr	0.03
47.	Mono Crystaline Panels (75 Watt)	0.03
48.	Poly Crystaline Panels (75 Watt)	0.02
49.	3 phase On Grid Inverter	0.02
50.	3 phase Generation Meter	0.08
51.	3 phase Net Meter	0.05
52.	Hybrid Inverter	0.69
	TOTAL	**4.32**

** above amounts are exclusive of GST*
***Negligible indicates amounts below ₹ 1,000*

The above quotation is verified and certified by M/s J Singh & Associates, Chartered Accountant being Statutory Auditors of the Company, by way of their certificate dated April 18, 2024 bearing UDIN: 24041179BKFPUJ4425.

We have procured quotations from vendor and will be placing the orders with vendors based on the competitive cost and proposed delivery schedule of the equipment and deployment schedule.

The quotations received from vendors in relation to the above-mentioned kits are valid as on the date of this Draft Letter of Offer. However, we have not entered into any definitive agreements with the vendors and there can be no assurance that the same vendor(s) would be engaged to eventually supply the equipment and component or we will get the equipment at the same costs. The quantity of equipment to be purchased is based on management estimates. We do not intend to purchase any second-hand kits.

6. To carry out the Capital Expenditure for refurbishment of office space.

We intend to carry out the refurbishment of our existing Lab premises is located at 1st Floor, Agriculture College Campus, Shivaji Nagar, Pune 411005 admeasuring 3941 Sq. ft (Carpet Area) demarcated by red line in the layout, which is taken on lease vide lease deed dated September 18, 2008. Accordingly, we intend to utilize ₹ 130.87 Lakh from the Net Proceeds towards refurbishment of the premises.

(₹ in Lakh)

Sr. No.	Particulars	Basis	Amount
1.	Interior Furnishing work	Quotation received from – Amico Outline Private Limited	130.87*

**excluding GST*

Further, the break-up of the expenditure is set forth below:

(₹ in Lakh)

Sr. No.	Particulars	Amount to be funded from Net Proceeds
1.	Interior Furnishing work	3.10
2.	Civil work	21.09
3.	Internal and External Pluming work	4.64
4.	POP and Gypsum work	6.89
5.	Painting and cleaning work	5.96
6.	Carpentry work	10.75
7.	Finishing work	1.64
8.	Modular and Furniture work	26.67
9.	Chair and other miscellaneous work	8.58
10.	Electrical work	18.27

11.	Access control and biometric	1.61
12.	CTV Surveillance system	3.02
13.	PA System	1.27
14.	Convention Fire alarm and sprinkler system	5.91
15.	H.V.A.C. work	11.42
	TOTAL	**130.87**

The above quotation is verified and certified by M/s J Singh & Associates, Chartered Accountant being Statutory Auditors of the Company, by way of their certificate dated April 18, 2024 bearing UDIN: 24041179BKPUK9946

We have procured quotations from vendors and will be placing the orders with vendors based on the competitive cost and proposed delivery schedule of the interior furnishing work.

The quotations received from vendors in relation to the above-mentioned interior furnishing work are valid as on the date of this Draft Letter of Offer. However, we have not entered into any definitive agreements with the vendors and there can be no assurance that the same vendor(s) would be engaged to eventually providing us interior furnishing work service or we will get the work done at the same costs.

In the event that there is a shortfall of funds required for above objects, such shortfall shall be met out of the amounts allocated for general corporate purposes and/or through internal accruals or borrowings from financial institutions.

7. Part-funding the incremental Working Capital Requirements

Our business is working capital intensive and we fund a majority of our working capital requirements in the ordinary course of business from internal accruals and financing from various banks and financial institutions. As on March 31, 2024, our Company had a total sanctioned limit of working capital facilities of 2200.00 lakhs, including fund based (₹ 600 Lakhs) and non-fund based (₹1600 Lakhs) sub-limits, and has an aggregated outstanding borrowing of 545.45 Lakhs for our Company. We propose to utilise up to ₹ 110 lakhs in FY 2024-25 and up to ₹1250 Lakhs in FY 2025-26 (total utilization of issue proceeds towards working capital is ₹1250) from the Net Proceeds to fund the working capital requirements of our Company.

Basis of estimation of working capital requirement and estimated working capital requirements

a. *Existing working capital*

Set forth below are the existing working capital of our Company as on December 31, 2023, March 31, 2023 and March 31, 2022, as derived from our limited reviewed financial statement and audited standalone financial statements:

b. *Future working capital*

Our working capital requirement on a standalone basis for Financial Years 2022, 2023 and 31 Dec 2023 was ₹ 1,373.75 Lakhs, ₹ 576.53 Lakhs and ₹ 1,104.98 Lakhs respectively and for the same period our revenue from operations was ₹ 7,696.58 Lakhs, ₹ 4,449.80 Lakhs, ₹ 4,976.72 Lakhs respectively. Estimated working capital requirement for FY 2024, FY 2025 and 2026 is ₹ 1,339.72, ₹ 1,668.37 Lakhs and ₹ 2,442.06 Lakhs respectively. Estimated revenue from operation for respective period is ₹ 7,082.16 Lakhs, ₹ 8,482.41 Lakhs and ₹ 10,176.58 Lakhs respectively.

Basis of estimation of working capital requirement and Details of Projected Working Capital Requirements

The details of our Company's working capital for the Fiscal 2022, Fiscal 2023 and as at December 31, 2023 and source of funding of the same as tabled below. Further on the basis of the existing working capital requirements of the Company and the incremental and proposed working capital requirements, the details of our Company's expected working capital requirements, as approved by the management for the Fiscal 2024, Fiscal 2025 and Fiscal 2026, funding of the same are as provided in the table below:

Particulars		Fiscal 2022		Fiscal 2023		Period ended 31.12.2023		Fiscal 2024 (E)		Fiscal 2025 (P)		Fiscal 2026 (P)	
		Amount	Holding Period (No. of days)	Amount	Holding Period (No. of days)	Amount	Holding Period (No. of days)	Amount	Holding Period (No. of days)	Amount	Holding Period (No. of days)	Amount	Holding Period (No. of days)
I	**Current Assets**												
1	Inventories	245.04	-	26.73	-	-	-	-	-	-	0	-	0
2	Financial Assets												

	ii) Trade Receivables	2,010.46	95	1,648.17	135	1,447.13	79	2,107.94	109	2,500.10	108	3,125.12	112
	ii) Other Financial Assets	956.74	-	114.02	-	550.72	-	381.06	-	455.02	-	563.01	-
	Total Current Assets (A)	**3,212.24**		**1,788.92**		**1,997.85**		**2,489.00**		**2,955.12**		**3,688.14**	
II													
	Current Liabilities												
1	Financial Liabilities												
	i) Trade Payables	1,418.19	98	616.02	145	211.70	24	492.15	48	554.42	43	565.48	36
2	Provisions	172.54	-	274.05	-	460.48	-	502.93	-	553.22	-	497.90	-
3	Other Current Liabilities	247.76	-	322.32	-	220.69	-	154.20	-	179.11	-	182.69	-
	Total Current Liabilities (B)	**1,838.49**	-	**1,212.39**	-	**892.87**	-	**1,149.28**	-	**1,286.75**		**1,246.08**	-
III													
	Total Working Capital Gap (A-B)	**1,373.75**	-	**576.53**	-	**1,104.98**	-	**1,339.72**	-	**1,668.37**	-	**2,442.06**	-
IV													
	Funding Pattern												
1	Non-Current Borrowings	-	-	-	-	-	-	-	-	-	-	-	-
2	Current Maturities	-	-	-	-	-	-	-	-	-	-	-	-
3	Working Capital Facilities from Bank	115.04	-	-	-	164.71	-	545.45	-	700.00	-	350.00	-
4	Internal Accruals / Owned Funds	1,258.71	-	576.53	-	940.27		794.27	-	858.37	-	842.06	-
5	From Right Issue Proceeds	-	-	-	-	-	-	-	-	110.00	-	1,250.00	-
	Total	**1,373.75**		**576.53**		**1,104.98**		**1,339.72**		**1,668.37**		**2,442.06**	

Assumptions for Working Capital Requirements

Sr. No.	Particulars	Assumption
1.	Receivables	We had trade receivables of 95 days, 135 days and 79 days of total sales at the end of Fiscal 2022, Fiscal 2023 and 31st December 2023, respectively. We have assumed trade receivables of 109 days, 108 days and 112 Days of total sales at the end of each Fiscal 2024, Fiscal 2025 and Fiscal 2026 respectively.
2.	Inventory	Inventory days are not given since company does not have inventory in hand for all fiscal year. Inventory for fiscal year 2022 and 2023 is work in progress and work in progress does not arise in each year.
3.	Trade payables	Trade payable days were 98 days, 145 days, and 24 days of total purchase for Fiscal 2022, Fiscal 2023 and 31st December 2023, respectively. We have assumed trade payables to be 48 days, 43 days, and 36 days of total purchase in Fiscal 2024, Fiscal 2025 and 2026.
4.	Working capital Cycle	The working capital cycle of our Company was at -3 days, -9 days, and 55 days for Fiscal 2022, Fiscal 2023 and 31st December 2023 respectively. Our Company expects the working capital cycle to be around 61 days, 64 Days and 76 days in Fiscal 2024, Fiscal 2025 and Fiscal 2026.

The total working capital requirement for F.Y. 2024-25 and 2025-26 as per the above working shall be ₹ 1,668.37 lakhs and ₹ 2,442.06 respectively.

The Board of Directors have taken on record the working capital requirements as placed before the Board. As such, the Board of Directors vide their Resolution dated April 18, 2024 earmarked ₹ 1,250 lakhs towards Working capital requirements from the proceeds of the Rights Issue.

** As certified by the M/s. S. L. Bagadi & Co., Chartered Accountants pursuant to certificate dated April 18, 2024, bearing UDIN: 24041009BKDAZC6895*

8. General Corporate Purposes

Our Company intends to deploy the balance Gross Proceeds, aggregating to ₹ **[●]** lakhs towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the Gross proceeds in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds may include, but are not restricted to, brand building and other marketing expenses, salaries and wages, rent, administration expenses, electricity bills of manufacturing plants, offices, upgradation of information technology infrastructure, insurance related expenses, payment of taxes and duties, repair, maintenance, renovation and upgradation of our offices or branches, strategic initiatives, investment in joint ventures/ subsidiaries, funding growth opportunities such as acquiring assets include furniture, fixtures and vehicles, leasehold improvements and intangibles, and similar other expenses incurred in the ordinary course of our business or towards any exigencies.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

Issue Related Expenses

(₹ in Lakhs)

Sr. No.	Particulars	Expenses*	As a % of total expenses*	As a % of Gross Issue size*
1.	Fees of the Lead Manager, Bankers to the Issue, Registrar to the Issue, Legal Advisor, Auditor's fees, including out of pocket expenses etc.	[●]	[●]	[●]
2.	Expenses relating to advertising, printing, distribution, marketing and stationery expenses	[●]	[●]	[●]
3.	Regulatory fees, filing fees, listing fees and other	[●]	[●]	[●]
Total estimated Issue expenses*#		**[●]**	**[●]**	**[●]**

Note: Subject to finalisation of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.

**Our Statutory auditors have provided a certificate dated [●], 2024 confirming the amount of the Issue expenses incurred.*

#Assuming full subscription, subject to receipt of Call Monies with respect to Rights Issue, finalization of Basis of Allotment and actual Allotment.

Interim use of Funds

Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company intends to temporarily deposit the funds in the scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934 as may be approved by our Board of Directors.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Net Issue Proceeds for any investment in equity and/ or real estate products and/ or equity linked and/ or real estate linked products.

Appraisal by Appraising Agency

None of the objects have been appraised by any bank or financial institution or any other independent third-party organizations.

Bridge Financing Facilities

As on the date of this Draft Letter of Offer, we have not entered into any bridge financing arrangements which is subject to being repaid from the Issue Proceeds.

Strategic or Financial Partners

There are no strategic or financial partners to the Objects of the Issue.

Monitoring of Utilization of Funds

Our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Letter of Offer and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company.

Further, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Net proceeds from the Objects, as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the Objects, as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee.

Key Industrial Regulations for the Objects of the Issue

No additional provisions of any acts, rules and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

Interest of Promoters, Promoter Group and Directors, as applicable to the project or objects of the issue

Our Company is a professionally managed company and does not have an identifiable promoter either in terms of the SEBI ICDR Regulations or the Companies Act, 2013.

None of our directors have any interest in the objects of the Issue.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our directors, associates or key management personnel or group companies. There are no material existing or anticipated transactions.

J SINGH & ASSOCIATES (Regd.)
CHARTERED ACCOUNTANTS

505/506/507, **HUBTOWN Viva**, Shankar wad
Western express Highway,
Between Andheri & Jogeshwari (East),
Mumbai - 400 060.
Tel : 022-66994617/18/19 I 28361081
Web : cajsingh.com
Email : ca_jsingh@rediffmail.com
mumbai@cajsingh.com

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS AS PER THE CERTIFICATE ISSUED BY STATUTORY AUDITOR OF THE COMPANY

To,
The Board of Directors
MITCON Consultancy & Engineering Services Limited
Kubera Chambers, Shivaji Nagar,
Pune - 411005, Maharashtra, India.

Sub: Statement of possible special direct tax benefits available to MITCON Consultancy & Engineering Services Limited ("the Company") its material subsidiaries and its shareholder prepared in accordance with the requirement under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), for the proposed rights issue of equity shares (the "Equity Shares") of the Company (the "Issue")

Dear Sirs,

We hereby confirm that the enclosed statement in the **Annexure 1 and 2,** states the possible special direct tax benefits available to the Company, its material subsidiaries and the shareholders of the Company under the Income Tax Act, 1961 ("Act") as amended from time to time, presently in force in India. The Statement showing the current position of tax benefits available to the Company, its material subsidiaries and the shareholders of the Company as per the provisions of Indian direct tax and indirect tax laws including the Income Tax Act, 1961 ("IT Act"), the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, each as amended (collectively, the "**Tax Laws**") including the rules, regulations, circulars and notifications issued in connection with the Tax Laws as presently in force in India and applicable to the assessment year 2024-2025 relevant to the financial year 2023 - 2024.

The Company has identified MITCON Credentia Trusteeship services Limited, Krishna Windfarms Developers Private Limited and Shrikhande Consultants Limited ("**Material Subsidiaries**") as its material subsidiary in accordance with the SEBI ICDR Regulations. The aforesaid Statement also covers possible special tax benefits in the hands of the Material Subsidiary, under Tax Laws presently in force in India, as applicable for the assessment year 2024-2025 relevant to the financial year 2023-2024.

Several of these benefits are dependent on the Company its material subsidiaries, or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company, its material subsidiaries or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.

This statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the rights issue of equity shares of the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

We conducted our examination of the statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

J. SINGH & ASSOCIATES
CA S. P. DIXIT
M. No. 041179
Chartered Accountants

Branch Office :
• Ahmedabad (Gujrat) • Banglore (Karnataka) • Bhopal (M. P.) • Bhubaneshwar (Orrisa) • Chandigarh (Punjab) • Chennai (Tamiln
• Hyderabad (Telangana) • Indore (M.P.) • Jaipur (Rajasthan) • Kolkatta (West Bengal) • Lucknow (U. P.) • New Delhi (NCR)
• Patna (Bihar) • Ranchi (Jharkhand) • Raipur (Chattisgarh) • Surat (Gujrat) • Thiruvananthapuram (Kerla) • Varanasi (U.P.)
• Vishakhapatnam (A. P.) • Vijaywada (A.P.)

505/506/507, HUBTOWN Viva, Shankar wadi,
Western express Highway,
Between Andheri & Jogeshwari (East),
Mumbai - 400 060.
Tel : 022-66994617/18/19 I 28361081
Web : cajsingh.com
Email : ca_jsingh@rediffmail.com
mumbai@cajsingh.com

The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

(i) the Company its material subsidiary and/or its shareholders will continue to obtain these benefits in future; or
(ii) the conditions prescribed for availing the benefits, where applicable have been/would be met.

In respect of Shrikhande Consultants Limited, the material subsidiary, we have relied on the report dated 17th April,2024 issued by statutory auditors of the Material Subsidiary on the special tax benefits available to the Material Subsidiary, without independently verifying the correctness of the certificate/statement or content therein.

This statement is intended solely for information and for inclusion in the Draft Letter of Offer / Letter of Offer in relation to the Issue of equity shares of the Company and is not to be used, circulated or referred to for any other purpose without our prior written consent. Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company or any other person in respect of this Statement.

This Certificate is being issued on the specific request of the Management of the company.

Ref. No.: R-2/MCESL/2024-25
For J Singh & Associates
Chartered Accountants
(Firm Regn. No.: 110266W)

SPDixit

CA. S.P. Dixit
(Partner)
(Membership No.: 041179)
UDIN: 24041179BKFPUY7466
Place: Mumbai
Date: 18th April,2024.

J. SINGH & ASSOCIATES Chartered Accountants FRN-110266W CA S. P. DIXIT M. No. 041179

ANNEXURE 1

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company, its shareholders and its material subsidiary under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company, its shareholders and its material subsidiary fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company, its shareholders and its material subsidiary to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

I.UNDER THE DIRECT TAX LAWS

The Annexure pertaining to direct tax laws is based on the provisions of the Income Tax Act, 1961 ("IT Act"), as on date, taking into account the amendments made by the Finance Act, 2023 (FA 2023).

This Annexure intends to provide general information on the applicable provisions of the IT Act. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Several of these benefits are dependent on the Company, its material subsidiaries or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act, 1961. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Issue, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor advising the investor to invest money based on this Statement.

You should consult your own tax advisors concerning the Indian tax implications and consequences of purchasing, owning and disposing of the equity shares in your particular situation.

A. Special tax benefits available to the Company

1. Lower corporate tax rate under Section 115BAA of the Income Tax Act, 1961 ('the Act')

Section 115BAA has been inserted in the Act w.e.f. 1 April 2020 (A.Y. 2020 – 21). Section 115BAA of the Act grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the said option will not be required to pay Minimum Alternate Tax ('MAT') on their 'book profits' under Section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions / incentives/deductions under the Act and will also need to comply with the other conditions specified in section 115BAA of the Act. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Company has not opted to apply section 115BAA of the Act.

2. Section 80JJAA - Deduction in respect of employment of new employees

As per the section 80JJAA of the Act, the company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. The eligibility to claim the deduction is subject to fulfillment of prescribed conditions specified in sub-section (2) of section 80JJAA of the Act.

3

J. SINGH & ASSOCIATES
CA S.P. DIXIT
M. No. 041179
Chartered Accountants

3. **Deduction claimed U/s 80IA** – Company operates 750 KW wind power generation unit situated at IDUKI Kerala State commissioned in 2008. Company has started taking benefit of Section 80IA from AY 2015-16 to AY 2023-24 at 100% of profits derived from such wind project.

4. **Section 36(1)(viia)(d) - Special deduction from income**

Section 36(1)(viia)(d) of the Act provides that a deduction equivalent to of 5 percent of the total income shall be allowed in respect of any provision for bad and doubtful debts in case of non-banking financial company (computed before making any deduction under this clause and Chapter VI-A).

However, it is pertinent to note that the subsequent claim of deduction of actual debts incurred in the subsequent assessment years under section 36(1)(vii) of the Act shall be reduced to the extent of the provision of bad debts already claimed as deduction under section 36(1)(viia) of the Act. Further, it is to be noted that where the deduction is already allowed under section 36(1)(vii)/36(1)(viia) of the Act and subsequently the amount is recovered, then, the amount recovered shall be deemed to be the profits and gains of business or profession subject to the provisions of section 41(4) of the Act

B. Special Tax Benefits available to Shareholders of the Company

1. As per section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 10% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 100,000.

2. As per section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 15% subject to fulfilment of prescribed conditions under the Act.

3. In case of non-resident investor who is a resident of a country with which India has signed a Double Taxation Avoidance Agreement ("DTAA" or "tax treaty") (which is in force) income-tax is payable at the rates provided in the IT Act, or the rates provided in such tax treaty, if any, whichever is more beneficial to such non-resident investor.
For non-residents claiming such tax treaty benefits, the IT Act mandates the obtaining of a Tax Residency Certificate ("TRC") from the home country tax authority.

Section 90(5) of the IT Act provides that an assessee to whom a DTAA applies shall provide such other documents and information, as may be prescribed. Further, a notification substituting Rule 21AB of the Income-tax Rules, 1962 ("Rules") has been issued prescribing the format of information to be provided under section 90(5) of the IT Act, i.e., in Form No 10F. Where the required information is not explicitly mentioned in the TRC, the assessee shall be required to furnish a self-declaration in Form No 10F and keep and maintain such documents as are necessary to substantiate the information mentioned in Form 10F.

C. Special tax benefits available to material subsidiaries of the Company
1. Lower corporate tax rate under Section 115BAA of the Income Tax Act, 1961 ('the Act')

Section 115BAA has been inserted in the Act w.e.f. 1 April 2020 (A.Y. 2020 - 21). Section 115BAA of the Act grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the said option will not be required to pay Minimum Alternate Tax ('MAT') on their 'book profits' under Section 115JB of the Act.
However, such a company will no longer be eligible to avail specified exemptions / incentives/deductions under the Act and will also need to comply with the other conditions specified in section 115BAA of the Act. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

4

J. SINGH & ASSOCIATES Chartered Accountants FRN-110266W CA S. P. DIXIT M. No. 041179

2. Section 80JJAA - Deduction in respect of employment of new employees

As per the section 80JJAA of the Act, the company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the Act.

Notes:

- The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
- The above statement of possible tax benefits is as per the current direct tax laws relevant for the financial year 2023-24.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

J SINGH & ASSOCIATES
CA S. P. DIXIT
M. No. 041179
Chartered Accountants

ANNEXURE 2

STATEMENT OF INDIRECT TAX BENEFITS AVAILABLE TO MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED (THE "COMPANY") AND ITS SHAREHOLDERS

II. UNDER THE INDIRECT TAX LAWS

The Annexure pertaining to indirect tax laws is based on the provisions of The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, each as amended (collectively referred to as the "Indirect Tax Laws")

A. Special tax benefits available to the Company

There are no special tax benefits available to the Company under the Indirect Tax Laws.

B. Special tax benefits available to Shareholders

There are no special tax benefits available to the Shareholders under the Indirect Tax Laws

C. Special tax benefits available to the Material Subsidiary

There are no special tax benefits available to the Material Subsidiary under Indirect Tax Laws

The list of applicable tax laws to the Company and its shareholders is as follows:

Sr. No.	Applicable Law	Tax benefits
1	State Goods and Services Tax Act, 2017	NIL
2	Central Goods and Services Tax Act, 2017	NIL
3	The Union Territory Goods and Services Tax Act, 2017	NIL
4	Integrated Goods and Services Tax Act, 2017	NIL
5	Customs Act, 1962	NIL
6	Customs Tariff Act, 1975	NIL

Notes:

- The above statement is based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.
- The above statement covers only above-mentioned tax laws benefits and does not cover any direct tax law benefits or benefit under any other law.
- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

J. SINGH & ASSOCIATES CA S. P. DIXIT M. No. 041179 Chartered Accountants FRN-110266W

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Letter of Offer, including the information contained in the sections titled ***"Risk Factors" "Our Business"*** *and* ***"Financial Statements"*** *and related notes beginning on page 19, 103 and 127 respectively of this Draft Letter of Offer before deciding to invest in our Equity Shares.*

Global Economy

i. Overview

Emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences. Advanced economies are expected to see growth decline slightly in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and a moderation of growth in the United States.

Global growth**,** estimated at 3.1 percent in 2023, is projected to remain at 3.1 percent in 2024 before rising modestly to 3.2 percent in 2025. Compared with that in the October 2023 WEO, the forecast for 2024 is about 0.2 percentage point higher, reflecting upgrades for China, the United States, and large emerging market and developing economies.

Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.

(Source: World Economic Outlook, Jan 2024; IMF)

ii. Inflation Outlook: Steady Decline to Target

Global headline inflation is expected to fall from an estimated 6.8 percent in 2023 (annual average) to 5.8 percent in 2024 and 4.4 percent in 2025. The global forecast is unrevised for 2024 compared with October 2023 projections and revised down by 0.2 percentage point for 2025.

Advanced economies are expected to see faster disinflation, with inflation falling by 2.0 percentage points in 2024 to 2.6 percent, than are emerging market and developing economies, where inflation is projected to decline by just 0.3 percentage point to 8.1 percent.

The forecast is revised down for both 2024 and 2025 for advanced economies, while it is revised up for 2024 for emerging market and developing economies, mainly on account of Argentina where the realignment of relative prices and elimination of legacy price controls, past currency depreciation, and the related pass-through into prices is expected to increase inflation in the near term.

Overall, about 80 percent of the world's economies are expected to see lower annual average headline and core inflation in 2024. Among economies with an inflation target, headline inflation is projected to be 0.6 percentage point above target for the median economy by the fourth quarter of 2024, down from an estimated gap of 1.7 percentage points at the end of 2023. Most of these economies are expected to reach their targets (or target range midpoints) by 2025.

(Source: World Economic Outlook, Jan 2024; IMF)

Overview of the World Economic Outlook Projections Year-over-Year				
	2022	**2023 (Estimate)**	**Projections**	
			2024	**2025**
World Output	**3.5**	**3.1**	**3.1**	**3.2**
Advanced Economies	**2.6**	**1.6**	**1.5**	**1.8**
United States	1.9	2.5	2.1	1.7
Euro Area	3.4	0.5	0.9	1.7

Germany	1.8	–0.3	0.5	1.6
France	2.5	0.8	1.0	1.7
Italy	3.7	0.7	0.7	1.1
Spain	5.8	2.4	1.5	2.1
Japan	1.0	1.9	0.9	0.8
United Kingdom	4.3	0.5	0.6	1.6
Canada	3.8	1.1	1.4	2.3
Other Advanced Economies 3/	2.7	1.7	2.1	2.5
Emerging Market and Developing Economies	**4.1**	**4.1**	**4.1**	**4.2**
Emerging and Developing Asia	4.5	5.4	5.2	4.8
China	3.0	5.2	4.6	4.1
India 4/	7.2	6.7	6.5	6.5
Emerging and Developing Europe	1.2	2.7	2.8	2.5
Russia	–1.2	3.0	2.6	1.1

Indian Economy

The Reserve Bank of India (RBI) expects India's real GDP to grow by 7 per cent in 2024-25. The GDP growth is pegged at 7.2 per cent in the June 2024 quarter, and is expected to moderate to 6.8 per cent in the September 2024 quarter. The RBI projects a pickup in GDP growth in the December 2024 quarter, to 7 per cent. In the March 2025 quarter, India's GDP is expected to grow by 6.9 per cent.

According to the RBI, the GDP growth in 2024-25 is expected to be supported by a recovery in rabi sowing, sustained profitability in manufacturing and underlying resilience of services. On the demand side, household consumption is expected to improve. Prospects of fixed investment is anticipated to be bright owing to an upturn in private capex cycle, improved business sentiments, healthy balance sheets of banks and corporates, as well as the government's thrust on capex.

(Source: https://www.cmie.com/kommon/bin/sr.php?kall=warticle&dt=20240208114342&msec=276)

CONSULTANCY INDUSTRY

Consultancy industry cover a very broad gamut of services which range from being financial, technical to management consultancy and thus can be categorized on basis of various factors such as services provided, sectors catered to, management approaches etc. Consultancy can be broadly divided into two major categories:

a. Management Consultancy

Management consulting encompasses the provision of counsel and support concerning an organization's structure, operations, strategy, and management as it strives to achieve its overarching goals and objectives. Such support may consist of the provision of an additional resource, the identification of viable options accompanied by recommendations, or the execution of proposed solutions.

Effective management consulting has following roles:

- Responding to a client's request for information
- Providing solutions to specific problems
- Giving an in-depth, accurate diagnosis
- Presenting a program of recommended corrective actions
- Implementing changes; building consensus and commitment
- Facilitating client learning
- Enhancing organizational effectiveness

b. Engineering Consultancy

Engineering consultancy majorly involves project related technical assistance to organizations for existing or upcoming projects. These services range from project evaluation and feasibility study, design engineering to project management up to commissioning.

Engineering consultancy services professionals provide services from concept to commissioning and even thereafter for operation and maintenance of the asset that is built. It is a service which can be availed for the complete life cycle of the built asset. The professional services thus inter alia involve pre-feasibility studies, feasibility studies, basic studies, detailed engineering, project management, procurement assistance, construction monitoring/ supervision, inspection & expediting, testing and commissioning and where called for, operation and maintenance for all types of project to diverse nature of clients – governments, lenders, private companies/ owners, industries, developers or contracting companies.

The engineering services market size in India was valued at USD 65.3 billion in 2023. It is expected to reach USD 88.77 billion by 2028, growing at a CAGR of 6.35% during the forecast period (2023-2028). The market is growing in the country due to the digital transformation and the growth of industries such as chemicals, petrochemicals, and pharmaceuticals.

Source: https://www.mordorintelligence.com/industry-reports/engineering-services-market

Range of service provided by Engineering consultancy companies

Pre-Projected Stage	Survey & Geotechnical Investigation Studies
	Feasibility Studies
	Master Plans
	Technical Evaluation Studies
	Due Diligence Studies
Detailed Project report	Concept and basic Studies
	Techno Economic Feasibility
	System Studies
	Project Costing
	Advisory Services
	Business Plans
	Training/ Knowledge Transfer
	Management Services
	Technical Assistance
	Renovation & Modernization (R&M) Studies
	Operation & Management (O&M) Studies
	Due Diligence Studies
Project Stage	Detailed Designed & Engineering
	Tender Specification and Tender Documents
	Procurement Assistance
	Inspection and Expediting
	Construction Monitoring / Supervision
	Testing and Commissioning
	Project Management
Post Project Stage	Operation & Maintenance Consultancy
	Asset Management

Engineering Consulting Market

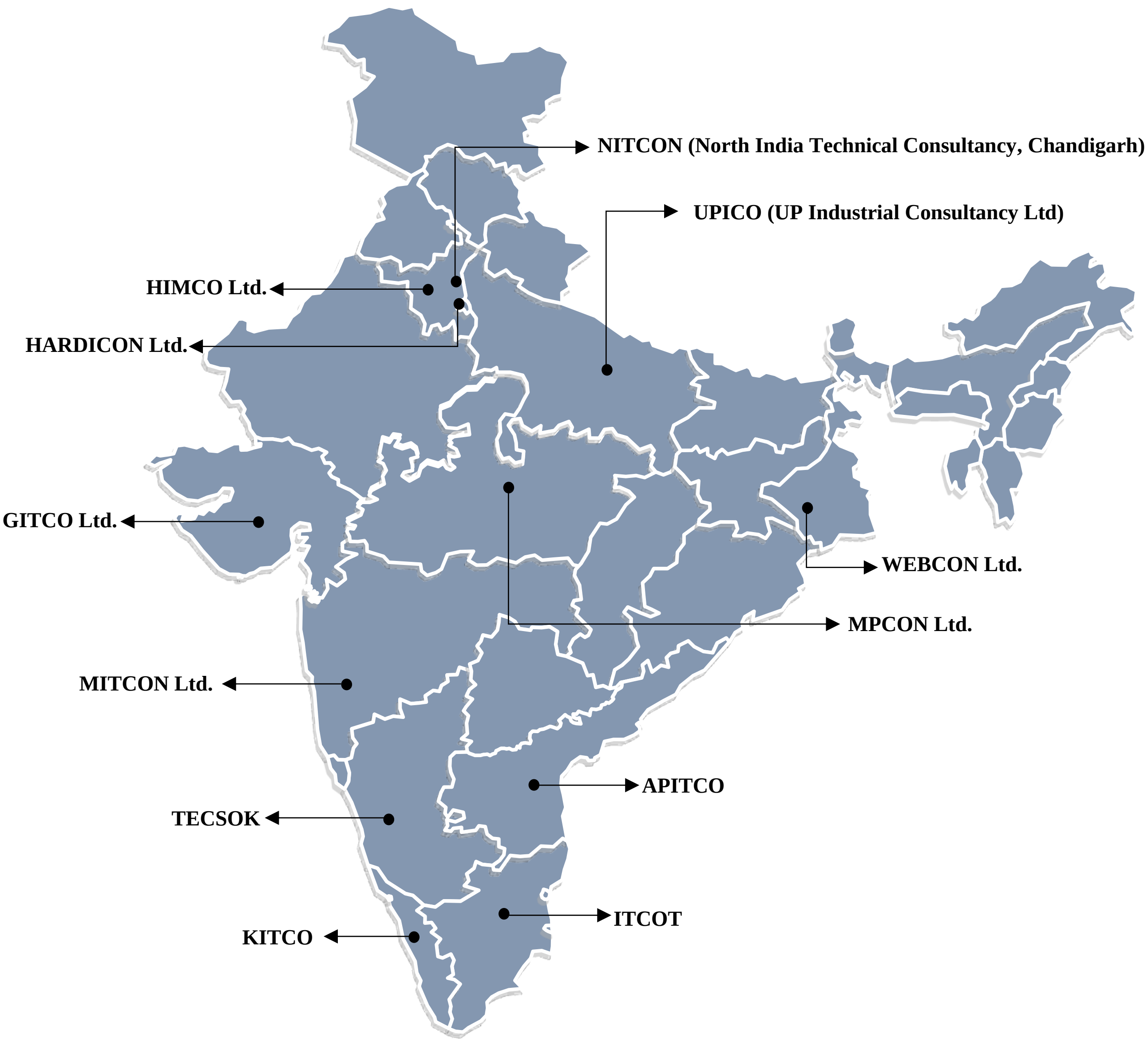
While MITCON was incorporated as one of the Technical Consultancy Organisation (TCO), MITCON has over the years expanded its services beyond TCO mandate to include concept to commission services for Energy Transition, Biofuels and Green Chemistry, Carbon Credit, GHG Reporting, Life Cycle Assessment, Environment Management along with state of the art laboratory, skill development, market research and business advisory.

MITCON has also ventured to solar project development and owns 25 MWp solar, EPC of solar projects. MITCON has further started detailed engineering of ethanol, biogas plants. MITCON competes with different players in each of the business segment. The details of TCOs are as under -

Prominent Technical Consultancy Organisation (TCO) in India

TCOs provide a complete set of consultancy services to small and medium enterprises, individual entrepreneurs, government departments and agencies, various state level institutes, commercial banks, etc. They provide consultancy services and small-scale units in preparation of techno- economic feasibility report, market survey, modernization and diversification programmers etc.

Major Technical Consultancy Organisation (TCO)



i. KITCO (Kerala Industrial and Technical Consultancy)

KITCO is a multi-disciplinary, multi-dimensional organisation offering consultancy services from concept to commissioning and extend consultancy services in architectural, engineering, technical, management and financial sectors.

Spectrum of services includes Techno Economic Feasibility Studies, Detailed Project Reports, Project Consultancy, Master planning, Detailed Design and Engineering, Contract Management, Project Management Consultancy (PMC), Environmental

Engineering Studies, Asset Valuation, Facility Management Services, Fund Facilitation, Project Appraisal, Corporate Debt Restructuring (CDR), Transaction Advisory, Recruitment, Training & Development etc.

ii. GITCO (Gujarat Industrial and Technical Consultancy Organisation)

Gujarat Industrial and Technical Consultancy Organisation Ltd. (GITCO) was set up to render industrial consultancy services to new and existing enterprises in the state. Over the years, it has graduated to providing its services to the Small and Medium Enterprises (SME), Larger Units, Government and Semi Government Institutions and Government Departments covering both manufacturing and service activities.

It offers services like Techno Economic Feasibility Studies, Detailed Project Reports, Project Consultancy, Master planning, Detailed Design and Engineering, Contract Management, Project Management Consultancy (PMC), Industrial Market Surveys, Bid Management Services, Environmental Management (Audit, Impact and Testing), Industrial Cluster Development, Valuation of Assets, Stock audit and Cost Analysis, Technology Transfer and Energy Efficiency Initiatives etc.

iii. APITCO (Andhra Pradesh Industrial and Technical Consultancy Organization Limited)

APITCO is one of the Technical Consultancy Organizations providing Technical, Management & Development Consultancy to Government, Industry & Society. The Company is promoted jointly by All-India Financial Institutions (IDBI, IFCI, ICICI), Government Corporations (APIDC, APSFC) and Government Banks (Andhra Bank, Indian Bank, State Bank of India, Syndicate Bank).

Name of the company was changed from M/s Andhra Pradesh Industrial and Technical Consultancy Organization Limited to APITCO Ltd in the year 2001. Since the company has expanded its operations to other states in India and abroad.

Its service portfolio includes Transaction Advisory, Skill Development Training, Financial Viability, Industrial Cluster Development, Industrial Marker Research, Urban Planning and Development, Tourism Infrastructure development, Asset Reconstruction and Management, Energy and Power Management, Innovation and Technology Management.

iv. TECSOK (Technical Consultancy Services Organisation of Karnataka)

TECSOK is a multidisciplinary management consultancy organization promoted by the Government of Karnataka to provide reliable consultancy services in India.

The package of services includes feasibility studies, market research, valuation of assets, environment impact studies, energy management and audit, management studies like corporate plan, reorganization and restructuring of enterprises, man power planning, budgetary control systems, mergers and acquisitions, investment opportunities, technology transfers, diagnostic studies and also designing and organizing training programmes in all related areas. Of late, TECSOK is also concentrating on studies relating to Cleaner Production technologies and method.

v. ITCOT (Industrial and Technical Consultancy Organisation of Tamil Nadu Limited)

ITCOT Limited, popularly known as "ITCOT", is a Consultancy Organisation founded in 1979 as a joint venture of All India Financial Institutions, State Financial & Industrial Development Corporations & Commercial Banks to offer project and business consultancy services to Entrepreneurs, Banks & Financial Institutions, PSUs, Government departments, Corporates, MSMEs, Start-ups, etc. ITCOT is a "Deemed Government Company" and is subject to CAG Audit. Banks and Financial Institutions Commission Techno Economic Viability Studies to ITCOT to evaluate technical feasibility and financial viability of projects before sanctioning the credit facilities. In addition, ITCOT provides a wide spectrum of services, which includes Detailed Project Report, Lenders Independent Engineer, Agency for Specialized Monitoring, Asset Valuation, Cost Vetting, Asset Project Monitoring, Financial Restructuring, Market Study, etc. ITCOT is empaneled by all leading Banks and Financial Institutions for Feasibility Study and such other Consultancy services.

vi. MPCON (Madhya Pradesh Consultancy Organization Limited)

MPCON Ltd., is a subsidiary of IFCI Limited, a PSU under the Department of Financial Services, Ministry of Finance, Govt. of India. It is the oldest Technical Consultancy Organization, in the Central region which has been working in the field of Entrepreneurship and Skill Development.

The core expertise of the company lies in executing project consultancy assignments and training & capacity building in the field of livelihoods promotion. MPCON promotes entrepreneurship in the state of M.P & Chhattisgarh and provides

Consultancy services in various industrial sectors including Agriculture, Food Processing, IT/ITES, Environment & Energy Projects, CSR implementation, Rehabilitation Studies for Sick Units etc.

vii. WEBCON (West Bengal Consultancy Organisation Ltd.)

WEBCON, has been one name in being Engineers & Constructors for Industrial Projects and has grown exponentially in the market offering a wide range of services. Since commencing operations, company has consulted and constructed multiple Steel & Concrete structures with varied budget in different geographies. Esteemed clientele includes Amul, ILS Hospital, Aditya Birla, India Carbon Limited, etc.

viii. UPICON (Utter Pradesh Industrial Consultants Limited)

“UPICO” has changed to “UPICON”. UPICON gives consultancy to big, medium, and small industries, building micro entrepreneurial ecosystem, skills and training, banking inclusion, UNESCO projects, social welfare projects, women empowerment, safety and audit etc. Services provided by them are Block chain, Drone Survey, Tendering process, Safety Audit, Financial Services, Technology Innovation, Training and Skill Development.

ix. NITCON (North India Technical Consultancy Organisation)

NITCON Ltd., is a Technical Consultancy Organisation set up in 1984 with an aim to extend consultancy services for the development and growth of industrial units. NITCON is actively engaged in carrying out Techno-Economic Viability Studies/ Appraisals, Industrial Valuations, TEFR, Techno-Economic Viability Studies (TEVS)

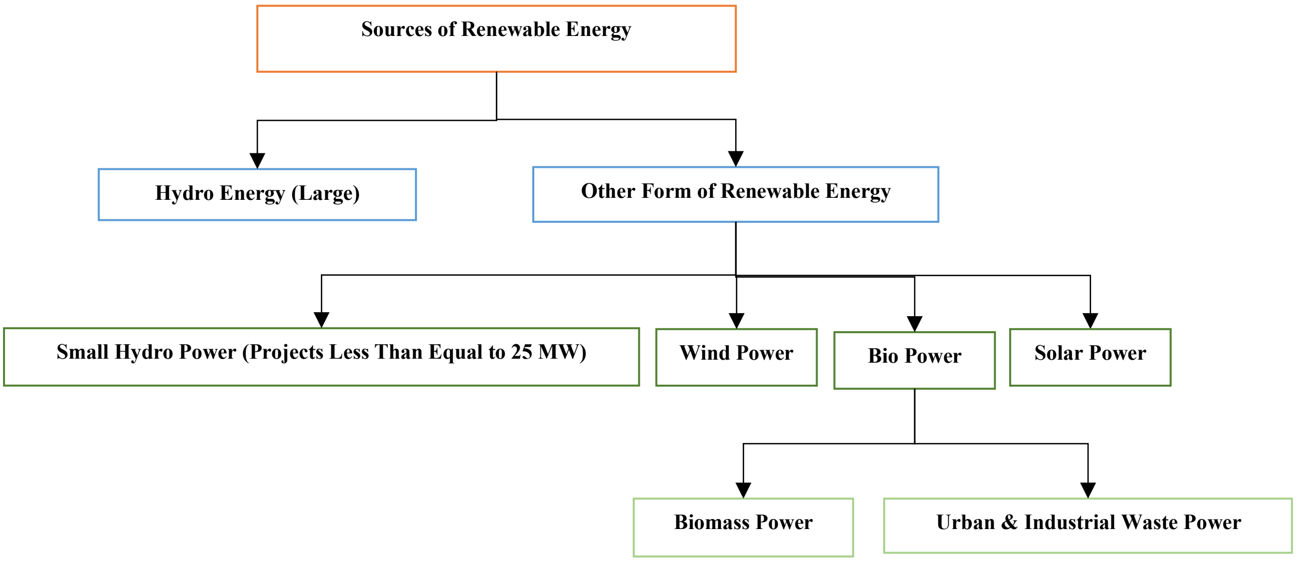
Provides services like Working Capital Assessment, Corporate Debt Restructuring Report, Lender Advisory Engineering Services, Energy Audits, Market Surveys and Assessments, Skill Development, Training & Capacity Building in Industrial, Education, Healthcare & Public Welfare Sector.

x. HIMCON (Himachal Consultancy Organization)

HIMCON provides professional support to Himachal state government for varied type of assignments such as infrastructure development studies and evaluation of various schemes being implemented by the Government in addition to identification of core areas for development and concurrent appraisals of various projects. It is a catalyst in industrial development of Himachal Pradesh.

OVERVIEW OF RENEWABLE ENERGY IN INDIA

Classification of Renewable Energy Sector



a. Snapshot of Renewable Energy

India is the 3rd Largest country in the world in terms of energy consumption. India stands 4th globally in Renewable energy installed capacity (including Large hydro), 4th in wind power capacity and 5th in Solar power capacity.India's non-fossil fuel installed capacity has increased ~400% in the last 8-9 years and currently stands at 190.97 GW (including large hydro and nuclear), which is about 44% of the country's total capacity. The installed solar energy capacity has increased by 30 times in the last 9 years and stands at 75.57 GW as of Feb 2024. India's total solar energy potential has been estimated to be 748 GWp (Giga Watt peak), as estimated by National Institute of Solar Energy (NISE).

Source: https://pib.gov.in/PressReleasePage.aspx?PRID=1992732

i) Industry Snapshot

As of Feb 2024, total renewable energy sources including large hydropower have an installed capacity of 183.49 GW. The following is the installed capacity of Renewable energy sources bifurcation:

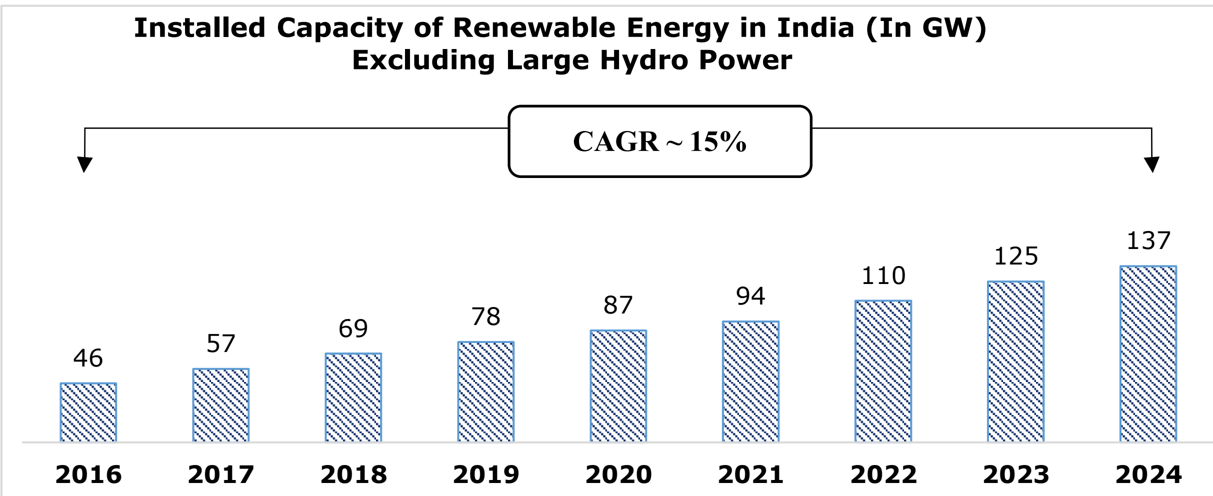
Sector	Installed Capacity (In GW)
Wind Power	45.15
Solar Power*	75.57
Small Hydro Power	4.99
Biomass (Bagasse) Cogeneration	9.43
Biomass(non-bagasse) Cogeneration	0.82
Waste to Power	0.24
Waste to Energy (off-grid)	0.33
Total (In GW) excluding Large Hydropower	**136.57**
Large Hydro Power	46.93
Total (In GW)	**183.49**
Source: https://mnre.gov.in/physical-progress/	

**Solar Power (Cumulative i.e. Ground Mounted Solar Plant + Grid Connected Solar Rooftop + Hybrid Projects (Solar Component) + Off-Grid Solar: 2.85 GW)*

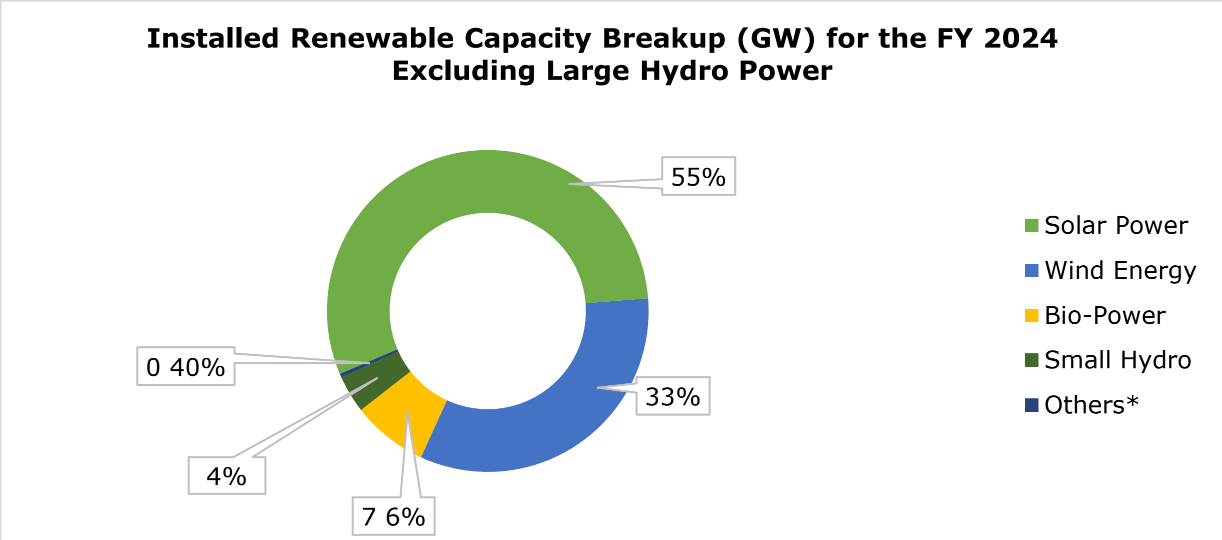
The Government has decided to invite bids for 50 GW of renewable energy capacity annually for the next five years i.e., from Financial Year 2023-24 till Financial Year 2027-28. These annual bids of ISTS (Inter-State Transmission) connected renewable energy capacity will also include setting up of wind power capacity of at least 10 GW per annum. capacity addition is over and above the RE capacities that would come up under schemes like Rooftop solar and PM-KUSUM of the Ministry, under which, bids issued directly by various States & also capacities that may come up under Open Access Rules.

Bidding Trajectory for Renewable Energy, a big boost to achieve 500 GW capacity from non-fossil fuels by 2030 and a major step for energy transition.India has fixed the target to reduce carbon intensity of the country's economy by less than 45% and achieve 50% cumulative electric power installed by 2030 from renewable energy sources and achieve net-zero emission by 2070. As on 31-12-2023, 51 Solar Parks with an aggregate capacity of 37,740 MW have been sanctioned in 12 States in the country since launch of the Scheme i.e. December 2014. An aggregate capacity of 10,504 MW of solar projects have been commissioned.

ii) Market Overview and Trends for the RE Sector



Source: https://iced.niti.gov.in/ (Separate Excel attached)
Notes: Others includes Waste to Power and Waste to Energy (Off-grid).*



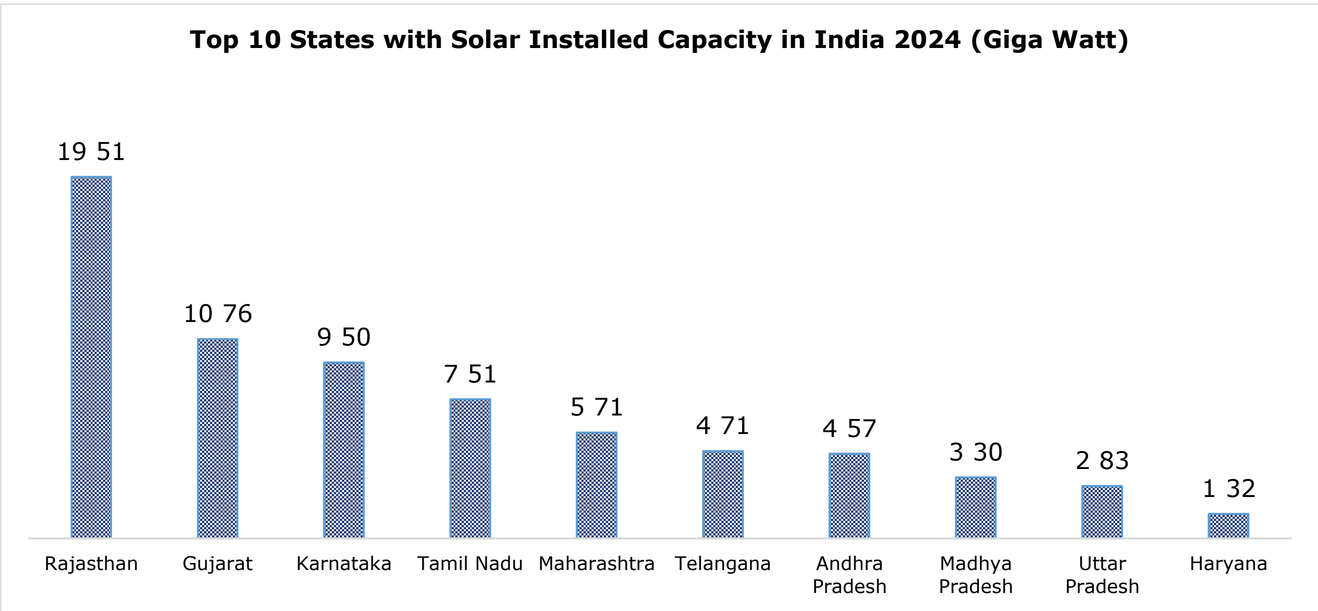
GW: Giga Watt, Large Hydro power projects are not included are they are considered in renewable energy targets by the Government of India.

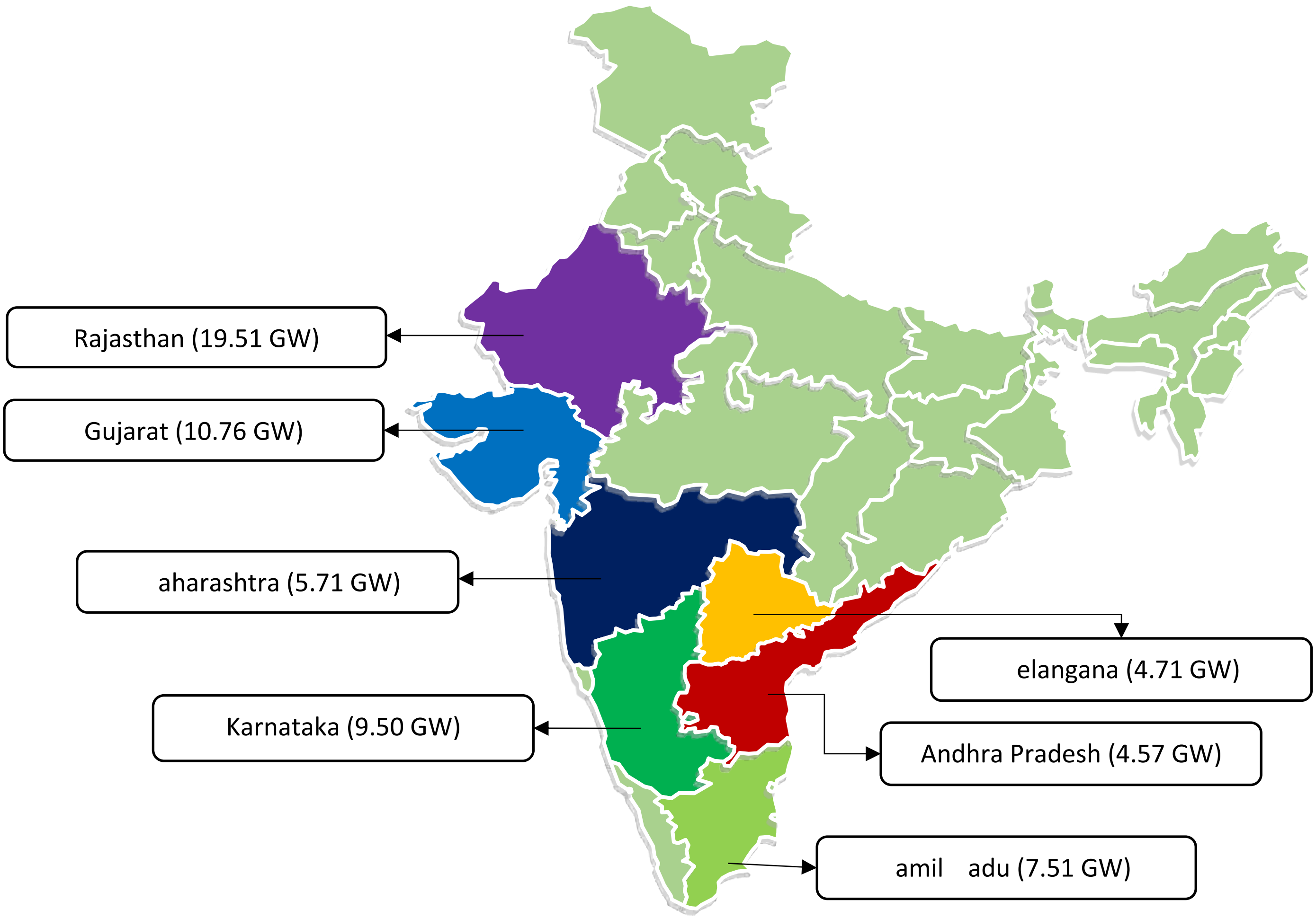
Source: https://mnre.gov.in/physical-progress/ + (Table data converted into graph)

b. Overview of Solar Industry

- The Installed capacity of Solar energy in FY 2016 was 7.12 GW has grown at CAGR of ~35% which stands at 75.58 GW as of 2024.
- Top 10 States contributes around 92% of total solar installed capacity of India.
- States such as Rajasthan, Gujarat, Karnataka, Tamil Nadu and Maharashtra are the top 5 states for solar installed capacity nearly contributing 70% of the total solar installed capacity of India.

Top 10 State-wise solar installation in India (February 2024)





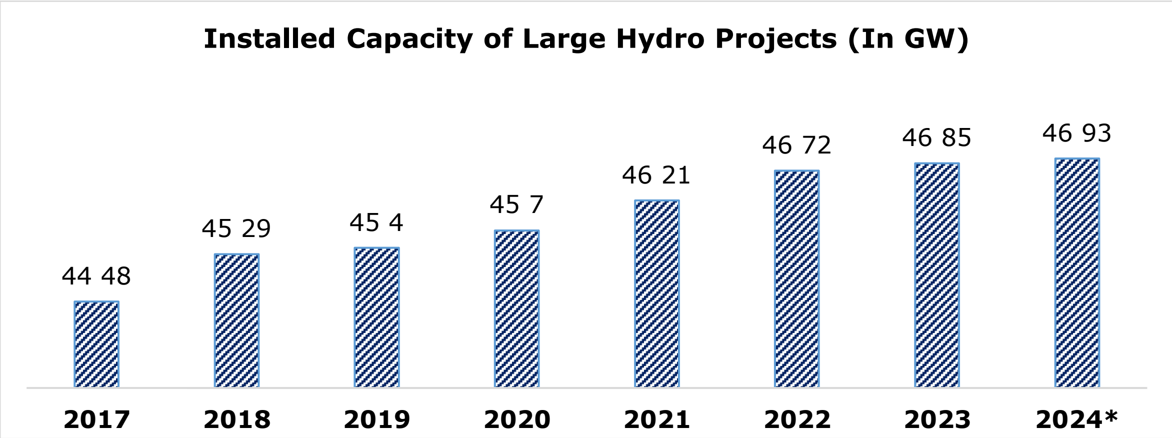
- The world's largest floating 600 MW solar energy project will be constructed at the Omkareshwar Dam in the Khandwa district of Madhya Pradesh at the estimated cost of Rs. 3,000 crores (US$ 3.84 billion).
- India is in the process of building a 30 GW hybrid wind-solar park in Gujarat. The Khavda Renewable Energy Park is being built in the Rann of Kutch, over an area of 726 square kilometers. The project will be developed at an estimated cost of $2.26 billion and will power 18 million homes.

(Source:https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2003561)

c. Details of Solar Parks sanctioned and projects commissioned State-wise (as on December 31, 2023)

Sl. No.	State	Number of Parks	Sanctioned Capacity (MW)	Projects commissioned (in MW)
1	Andhra Pradesh	5	4200	3050
2	Chhattisgarh	1	100	28
3	Gujarat	7	12150	900
4	Jharkhand	3	1089	0
5	Karnataka	2	2500	2000
6	Kerala	2	155	100
7	Madhya Pradesh	8	4180	1000
8	Maharashtra	3	1000	0
9	Mizoram	1	20	20
10	Odisha	3	340	0
11	Rajasthan	9	8276	3065
12	Uttar Pradesh	7	3730	341
Total		**51**	**37740**	**10504**

d. **Current Hydro Power Scenario in India**



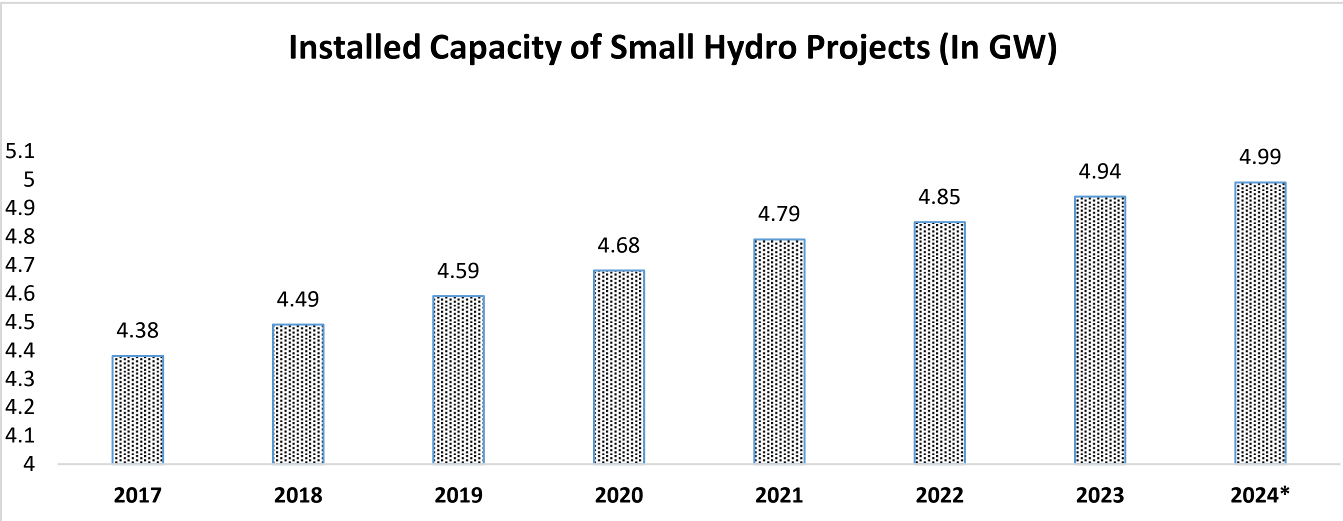
Source: https://iced.niti.gov.in/ (Separate Excel attached)

After overtaking Japan, India has become the nation with the 5th largest hydropower production capacity in the world with the total installed capacity of 46.93GW and it is currently behind to countries like Canada, USA, Brazil and China as per the **IHA (International Hydropower Association)**

India's total installed generation capacity reached to 434.19 GW, out of which 136 GW (~31%) is contributed from renewable energy (RE) and 47 GW (11%) comes from Hydro as on 29/02/2024 report released by Central Electricity Authority

In India, hydro power projects are defined and classified into conventional and small hydro projects are included in government renewable energy sources target.
Source: https://iced.niti.gov.in/ (Separate Excel attached)

e. **Hydro power performance in last three years**



Year	Target Generation (in Billion Units)	Actual Generation (in Billion Units)
2020-21	140.4	150.3
2021-22	149.5	151.6
2022-23	150.7	162.1
2023-24 (till Feb 2024)	**156.7**	**127.04**

(Source: CEA, Ministry of Power and https://mnre.gov.in/physical-progress/)

f. Key Growth Drivers for Renewable Energy

i) Government commitments

Reduce India's total projected carbon emission by 1 Bn tonnes by 2030, reduce the carbon intensity of the nation's economy by less than 45% by the end of the decade, and achieve net-zero carbon emissions by 2070.

ii) Proposed solar cities and parks

Solar city per state-approved and approved setting up 57 solar parks of 39.28 GW across the nation. The government is also giving a push to Floating PV Projects.

iii) Scheme for various RE sectors

a) Rooftop Solar

PM-Surya Ghar: Muft Bijli Yojana with a total outlay of Rs. 75,021 crores for installing rooftop solar and providing free electricity up to 300 units every month for One Crore households.

The major highlights of the scheme include:
Central Financial Assistance (CFA) for Residential Rooftop Solar

- The scheme provides a CFA of 60% of system cost for 2 kW systems and 40% of additional system cost for systems between 2 to 3 kW capacity. The CFA will be capped at 3 kW. At current benchmark prices, this will mean Rs 30,000 subsidy for 1 kW system, Rs 60,000 for 2 kW systems and Rs 78,000 for 3 kW systems or higher.
- The households will apply for subsidy through the National Portal and will be able to select a suitable vendor for installing rooftop solar. The National Portal will assist the households in their decision-making process by providing relevant information such as appropriate system sizes, benefits calculator, vendor rating etc.
- Households will be able to access collateral-free low-interest loan products of around 7% at present for installation of residential RTS systems up to 3 kW.

Other Features of the Scheme

- A Model Solar Village will be developed in each district of the country to act as a role model for adoption of rooftop solar in rural areas,
- Urban Local Bodies and Panchayati Raj Institutions shall also benefit from incentives for promoting Rooftop Solar (RTS) installations in their areas.
- The scheme provides a component for payment security for renewable energy service company (RESCO) based models as well as a fund for innovative projects in RTS.

Outcome and Impact

Through this scheme, the households will be able to save electricity bills as well as earn additional income through sale of surplus power to DISCOMs. A 3 kW system will be able to generate more than 300 units a month on an average for a household.

The proposed scheme will result in addition of 30 GW of solar capacity through rooftop solar in the residential sector, generating 1000 BUs of electricity and resulting in reduction of 720 million tonnes of CO_2 equivalent emissions over the 25-year lifetime of rooftop systems.

It is estimated that the scheme will create around 17 lakh direct jobs in manufacturing, logistics, supply chain, sales, installation, O&M and other services.

b) National Green Hydrogen Mission

The "Scheme Guidelines for implementation of Pilot Projects for use of Green Hydrogen in the Transport Sector". With the falling costs of renewable energy and electrolysers, it is expected that vehicles based on green hydrogen can become cost-competitive over the next few years. Future economies of scale and rapid technological advancements in the field of vehicles powered by hydrogen are likely to further improve the viability of transport based on green hydrogen.

Considering this, under the National Green Hydrogen Mission, along with other initiatives, the MNRE will implement pilot projects for replacing fossil fuels in the transport sector with Green Hydrogen and its derivatives. These pilot projects will be implemented through the Ministry of Road Transport and Highways and the Scheme Implementing Agencies (SIAs) nominated under this Scheme.

The scheme will support development of technologies for use of Green Hydrogen as a fuel in Buses, Trucks and 4-wheelers, based on fuel cell-based propulsion technology / internal combustion engine-based propulsion technology. The other thrust area for the scheme is to support development of infrastructure such as hydrogen refuelling stations.

The scheme will also seek to support any other innovative use of hydrogen for reducing carbon emissions in the transport sector, such as blending of methanol / ethanol based on green hydrogen and other synthetic fuels derived from green hydrogen in automobile fuels.

The Scheme will be implemented with a total budgetary outlay of Rs. 496 Crores till the financial year 2025-26. The use of Green Hydrogen in the transport sector, via the proposed pilot projects, will lead to development of necessary infrastructure including refuelling facilities and distribution infrastructure, resulting in establishment of a Green Hydrogen ecosystem in the transport sector. With the expected reduction in the Green Hydrogen production cost over the years, the utilization in the transport sector is expected to increase.

The Mission will result in the following likely outcomes by 2030:

- Development of green hydrogen production capacity of at least 5 MMT (Million Metric Tonne) per annum with an associated renewable energy capacity addition of about 125 GW in the country.
- Over rupees. Eight lakh crore in total investments
- Creation of over Six lakh jobs
- Cumulative reduction in fossil fuel imports over Rs. One lakh crore
- Abatement of nearly 50 MMT of annual greenhouse gas emissions

Strategic Interventions for Green Hydrogen Transition (SIGHT): In the initial stage, two distinct financial incentive mechanisms proposed with an outlay of 17,490 crores up to 2029-30.

- Incentive for manufacturing of electrolysers.
- Incentive for production of green hydrogen.

c) Scheme for Development of Solar Parks and Ultra-Mega Solar Power Projects with a target of setting up 40,000 MW capacity. Under the scheme, the infrastructure such as land, roads, power evacuation system water facilities are developed with all statutory clearances/approvals. Thus, the scheme helps expeditious development of utility-scale solar projects in the country.

d) Central Public Sector Undertaking (CPSU) Scheme Phase-II (Government Producer Scheme) for setting up grid-connected Solar Photovoltaic (PV) Power Projects by Government Producers, using domestically manufactured solar PV cells and modules, with Viability Gap Funding (VGF) support, for self-use or use by Government/ Government entities, either directly or through Distribution Companies (DISCOMS).

e) Production Linked Incentive scheme ‘National Programme on High Efficiency Solar PV Modules’ for achieving manufacturing capacity of Giga Watt (GW) scale in High Efficiency Solar PV modules (Tranche- I & II).

f) PM-KUSUM Scheme to promote small Grid Connected Solar Energy Power Plants, stand-alone solar powered agricultural pumps and solarisation of existing grid connected agricultural pumps. The scheme is not only beneficial to the farmers but also States and DISCOMs. States will save on subsidy being provided for electricity to agriculture consumers and DISCOMs get cheaper solar power at tail end saving transmission and distribution losses.

g) Green Energy Corridors (GEC): to create intra-state transmission system for renewable energy projects. Central Financial Assistance (CFA) is provided to set up transmission infrastructure for evacuation of Power from Renewable Energy projects in total ten States (considering both the phases of GEC).

- Intra-State Transmission System Green Energy Corridor Phase-I
- Intra-State Transmission System Green Energy Corridor Phase-II

h) Bio-Energy Programme

- Waste to Energy Programme: Programme on Energy from Urban, industrial and Agricultural Wastes/Residues
- Biomass Programme: Scheme to Support Manufacturing of Briquettes & Pellets and Promotion of Biomass (non-bagasse) based cogeneration in Industries.
- Biogas Programme: for promotion of family type Biogas plants

i) Renewable Energy Research and Technology Development (RE-RTD) Programme (Support Programme). Human Resource Development Scheme with components such as short term trainings & skill development programmes, fellowships, internships, support to lab upgradation for RE and renewable energy chair.

j) Global Hub for production, utilization and export of Green Hydrogen and its derivatives.

(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=1992732)

Other Government Initiatives in the industry

Panchamrit

India's COP26 and COP 27 action plan comprising the following five nectar elements (Panchamrit): The five nectar elements presented by the Indian government included:

- Increasing non-fossil fuel capacity by 500GW by 2030.
- 50 per cent of its energy requirements to come from renewable energy by 2030.
- Reduction of total projected carbon emissions by one billion tonnes from now to 2030.
- Reduction of the carbon intensity of the economy by 45 per cent by 2030, over 2005 levels.
- Achieving the target of net zero emissions by 2070.

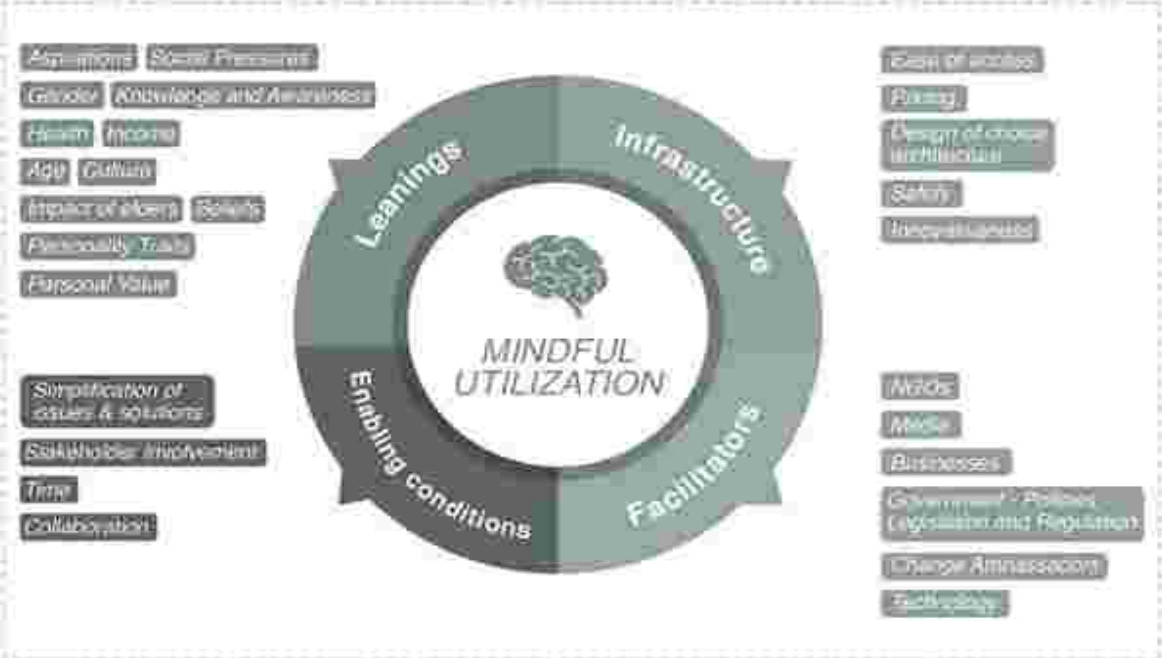
LiFE (Lifestyle for the Environment Movement

The idea of LiFE was introduced by the Prime Minister during the 26th United Nations Climate Change Conference of the Parties (COP26) in Glasgow last year. The idea promotes an environmentally conscious lifestyle that focuses on 'mindful and deliberate utilisation' instead of 'mindless and wasteful consumption'.

The LiFE Movement aims to utilise the power of collective action and nudge individuals across the world to undertake simple climate-friendly actions in their daily lives. The LiFE movement, additionally, also seeks to leverage the strength of social networks to influence social norms surrounding climate. The Mission plans to create and nurture a global network of individuals, namely 'Pro-Planet People' (P3), who will have a shared commitment to adopt and promote environmentally friendly lifestyles. Through the P3 community, the Mission seeks to create an ecosystem that will reinforce and enable environmentally friendly behaviours to be self-sustainable.

The proposes of a LiFE framework is to guide, governments, institutions, and societies to move towards mindful utilization of resources.The idea promotes an environmentally conscious lifestyle that focuses on 'mindful and deliberate utilisation' instead of 'mindless and wasteful consumption'.

(Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1831364)



g. Government Key initiative w.r.t Battery Energy Storage Systems (BESS)

The approved scheme envisages development of 4,000 MWh of BESS projects by 2030-31, with a financial support of up to 40% of the capital cost as budgetary support in the form of Viability Gap Funding (VGF). A watershed moment in the long list of pro-environment measures taken by the Government, the move is expected to bring down the cost of battery storage systems increasing their viability.

Under the scheme, projects will be approved during a period of 3 years (2023-24 to 2025-26). The disbursement of funds will extend up to 2030-31 in 5 tranches. The cost of BESS system is anticipated to be in the range of ₹ 2.40 to ₹ 2.20 Crore/MWh during the period 2023-26 for development of BESS capacity of 4,000 MWh, which translates into Capital Cost of ₹ 9,400 Crores with a Budget support of ₹ 3,760 Crores.

VGF to the extent of up to 40% of capital cost for BESS shall be provided by the Central Government. Public and private sector entities for development of BESS shall be selected through the bidding process to be conducted by the Implementing Agency(agencies) as per the provisions of the Scheme and Bidding Guidelines.

The development of BESS capacity of 4,000 MWh is expected to result in an annual reduction of approximately 1.3 million metric tons (MMT) of carbon emissions, considering charging of BESS with Renewable Energy (RE). Up to 4,000 MWh of energy will be available during peak hours for utilization by Discoms and other beneficiaries, depending on their specific usage patterns.

Designed to harness the potential of renewable energy sources such as solar and wind power, the scheme aims to provide clean, reliable, and affordable electricity to the citizens. The VGF for development of BESS Scheme, with an initial outlay of Rs. 9,400 crore, including a budgetary support of Rs.3,760 crore, signifies the government's commitment to sustainable energy solutions. By offering VGF support, the scheme targets achieving a Levelized Cost of Storage (LCoS) ranging from Rs. 5.50-6.60 per kilowatt-hour (kWh), making stored renewable energy a viable option for managing peak power demand across the country. The VGF shall be disbursed in five tranches linked with the various stages of implementation of BESS projects.

To ensure that the benefits of the scheme reach the consumers, a minimum of 85% of the BESS project capacity will be made available to Distribution Companies (Discoms). This will not only enhance the integration of renewable energy into the electricity grid but also minimize wastage while optimizing the utilization of transmission networks. Consequently, this will reduce the need for costly infrastructure upgrades.

The Government of India remains committed to promoting clean and green energy solutions, and the BESS Scheme is a significant step towards achieving this vision. By harnessing the power of renewable energy and encouraging the adoption of battery storage, the government aims to create a brighter and greener future for all citizen.
(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=1983085)

h. Wind Energy Overview in India

India stands 4th globally in Renewable Energy Installed Capacity, 4th in Wind Power capacity. Installed wind energy generation capacity of the country was 45153.67 MW, as on 29 Feb 2024. During April 2023- February 2024 the quantum of electricity generated from wind energy in country was 78807.28 million units. The major wind energy producing States are Andhra Pradesh, Gujarat, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Rajasthan, Tamil Nadu and Telangana.

Sr. No	State	Capacity (MW)
1	Gujarat	11,249.02
2	Tamil Nadu	10,458.35
3	Karnataka	5,918.26
4	Rajasthan	5,195.82
5	Maharashtra	5,195.38
6	Andhra Pradesh	4,096.65
7	Madhya Pradesh	2,844.29
8	Telangana	128.1
9	Kerala	63.5
10	Others	4.3
	Total	**45,153.67**

Ministry of New and Renewable Energy is working towards achieving 500 GW of installed electricity capacity from non-fossil sources by the year 2030, which also includes wind energy capacity. As per the Central Electricity Authority's 'Report on Optimal Generation Capacity Mix for 2029-30 Version 2.0', the likely installed capacity of wind energy by the end of the year 2029-30 is estimated to be 99,895 MW.

Government Initiative

The Government of India has invited bids for the development of off-shore wind energy of a total capacity of 4 GW. The bids invited are for four blocks of 1 GW each on open access basis, for development of offshore wind power projects off the coast of Tamil Nadu, through international competitive bidding. Under this arrangement, the developers who win the bid for each block will set up 1 GW off-shore wind energy capacity and sell electricity directly to consumers under the open access regime. No Viability Gap Funding (VGF) is given under the open access bids, and the Renewable Energy generated will be sold to entities such as industries which are currently in the high-tariff band.

The advantages of off-shore wind are many. It does away with constraints of availability of land; it has higher Capacity Utilization Function (CUF) - approaching almost 50%. Further, the efficiencies of off-shore wind turbines are higher than those of on-shore wind turbines; each turbine is of 15 MW. The off-shore wind energy bids have been invited through Solar Energy Corporation of India (SECI), a Government of India undertaking under the administrative control of the Ministry of New and Renewable Energy. The bids are being called after obtaining all necessary environmental clearances. India has already emerged as a world leader in renewable energy. This step will take India's Renewable Energy journey into another dimension. *(Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2001947)*

I. Overview of Bio-Fuel in India

i. India Biofuel Story

Jan 2023

Launches Ethanol Blended Petrol (EBP) Programme

2014

Re-introduces administered price mechanism for ethanol to be procured under the EBP directs Oil PSEs to set up bio-

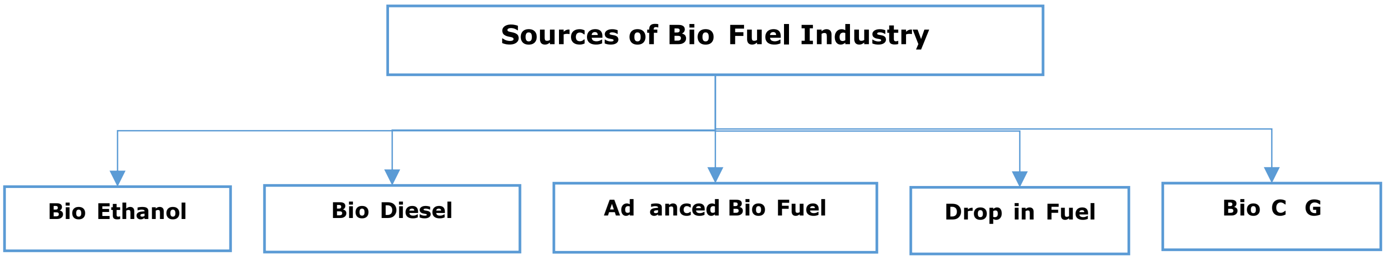
2018 - 19

Permits conversion of B heavy molasses sugarcane juice and damaged food grains to ethanol

Marked beginning of differentiated ethanol pricing based on raw material utilized for ethanol

ii. Classification of Bio-Fuel Industry in India

India's National Policy on Biofuels 2018 defines biofuels in the following manner.



a) Bioethanol

- Ethanol produced from biomass such as sugar containing materials, like sugar cane, sugar beet, sweet sorghum etc.; starch containing materials such as corn, cassava, rotten potatoes, agro food /pulp industry waste, algae; and cellulosic materials such as bagasse, wood waste, agricultural and forestry residues, or other renewable resources like industrial (municipal) waste, vegetable wastes, industrial waste off gases or any mix combination of above feedstock.
- Bioethanol is ethanol (C2H5OH), or ethyl alcohol, produced by biological methods. It is among the best established of biofuels. Bioethanol is used mostly as an additive to gasoline (petrol).

b) Biodiesel

- A methyl or ethyl ester of fatty acids produced from non-edible vegetable oils, acid oil, used cooking oil or animal fat.
- Biodiesel is a renewable, biodegradable fuel manufactured domestically from vegetable oils, animal fats, or recycled restaurant grease.
- Biodiesel meets both the biomass-based diesel and overall advanced biofuel requirement of the Renewable Fuel Standard. Renewable diesel is distinct from biodiesel.
- Biodiesel is a liquid fuel often referred to as B100, pure, or neat biodiesel in its unblended form. Like petroleum diesel, biodiesel is used to fuel compression-ignition engines. See the table below for biodiesel's physical characteristics.

c) Advanced Biofuels

- Advanced biofuels are liquid fuels that are generally derived from non-food-based feedstock's and yield a lifecycle reduction in greenhouse gas emissions of at least 50% compared with fossil fuels.
- Fuels which are produced from lignocellulose feedstock's (i.e., agricultural and forestry residues (e.g., rice and wheat straw/corn cobs and stover /bagasse, woody biomass), non-food energy crops (i.e., grasses, algae), animal dung or industrial waste and residue streams, or any mix combination of above feedstock.
- Fuel having low CO2 emission (e.g., high greenhouse gas reduction) and do not compete with food crops for land use.
- Fuels such as Second Generation (2G) Ethanol, biodiesel made from UCO, non-edible tree borne oils, short gestation non-edible oil rich crops; green diesel from renewable sources and Industrial waste, biofuels produced from synthesis gas, drop-in fuels from renewable sources and industrial waste, algae based 3G biofuels, halophytes based biofuels, bio-CNG, bio-methanol, Di Methyl Ether derived from bio-methanol, bio-hydrogen, drop-in-fuels from MSW resource/feedstock material.

d) Drop-in Fuels

- Any liquid fuel produced from biomass, agricultural-residues, wastes such as municipal solid wastes (MSW), plastic wastes, industrial wastes etc. which meets the Indian standards for motor spirit (MS), high speed diesel (HSD) and jet fuel, in pure or blended form, for its subsequent utilization in vehicles without any modifications in the engine systems and can utilize existing petroleum distribution system.

e) Bio-CNG

- Bio-CNG is an advanced version of biogas produced from organic sources such as animal manure (farm yard manure) and food waste.

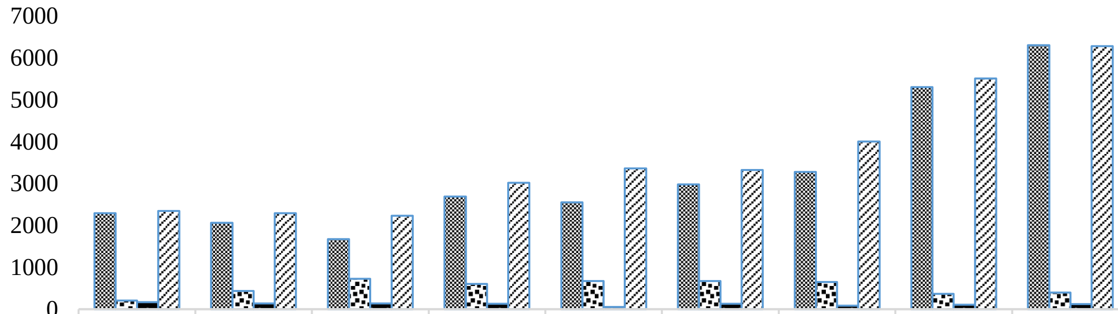
- Purified form of biogas whose composition and energy potential are the same as fossil based natural gas, and is produced from agricultural residues, animal dung, food waste, MSW and sewage water.

Production Capacity of Ethanol

Year	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
Ethanol Production Capacity (In Million Liters)										
No. of Refineries	115	160	161	161	166	170	220	231	252	400+
Nameplate Capacity	2000	2100	2210	2215	2300	3000	3500	4300	5700	10820
Capacity Utilization (%)	17.8	20.5	20.4	31.8	65.2	64.0	60.6	87.1	87.7	57.3

Ethanol - Production, supply, and consumption

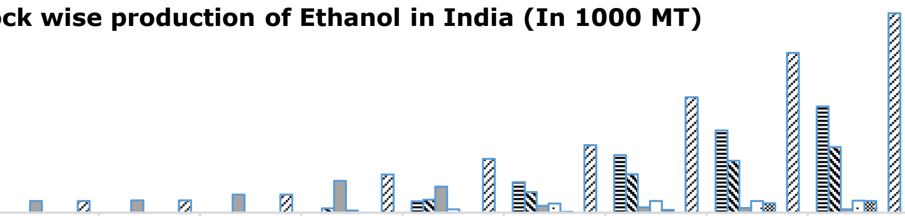
India Bio-Ethanol Statistics (Million Litres)



	2015	2016	2017	2018	2019	2020	2021	2022	2023
Production	2292	2061	1671	2692	2552	2981	3280	5300	6300
Imports	204	432	722	607	670	669	648	370	400
Exports	165	136	141	129	50	133	87	109	120
Consumptions	2345	2290	2230	3020	3360	3320	4000	5506	6278

Feedstock consumption for Ethanol

Feedstock wise production of Ethanol in India (In 1000 MT)



	2015	2016	2017	2018	2019	2020	2021	2022	2023
Sugarcane (syrup)	0	0	0	0	1951	5263	10000	14274	18400
B-heavy Molasses	0	0	0	750	2271	3550	6667	9000	11400
C-heavy Molasses	2000	2125	3150	5500	4500	1200	900	800	600
Damaged Food Grains	0	0	0	350	603	1600	2000	2000	2100
Rice (broken)#	0	0	0	0	0	118	471	1610	2000
Corn	0	0	0	0	0	0	0	0	50
Total	2000	2125	3150	6600	9325	11731	20038	27684	34550

Blend Rate (%)	2015	2016	2017	2018	2019	2020	2021	2022	2023
	1.4	1.4	1.8	3.7	4.4	5.2	8.1	10.2	11.5

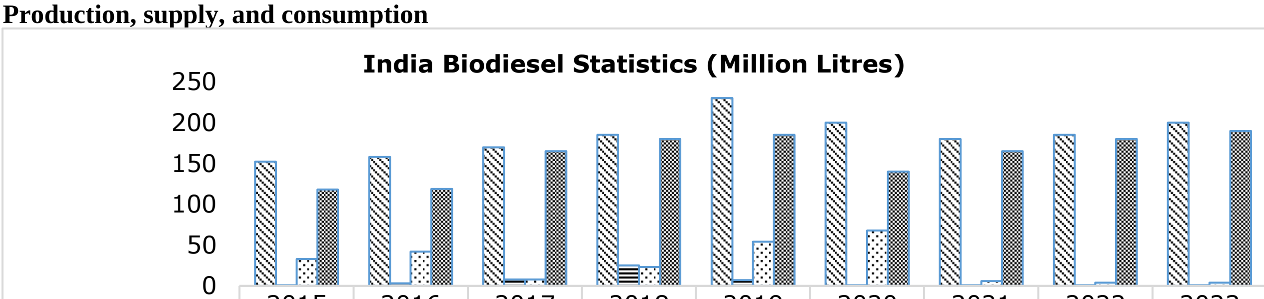
(Source: Biofuels Annual – 2023 report by USDA (United State Department of Agriculture))

iii. Market overview of Bio-diesel in India

India is the fastest growing economy after the USA and China and is the 3rd largest consumer of energy in the world. Until alternative fuels based on renewable feedstock are developed, India's fuel energy security will remain compromised In order to achieve these target, India will implement strategies like:

- Utilizing biofuels and renewable energy
- Increasing domestic production
- Implementing energy efficiency norms
- Enhancing refinery processes
- Substituting demand

Production, supply, and consumption



	2015	2016	2017	2018	2019	2020	2021	2022	2023
Production	152	158	170	185	230	200	180	185	200
Imports	1	3	8	25	7	1	1	1	1
Exports	33	42	8	23	54	68	6	4	4
Consumptions	118	119	165	180	185	140	165	180	190

Blend Rate (%)	2015	2016	2017	2018	2019	2020	2021	2022	2023
	0.08%	0.09%	0.13%	0.14%	0.17%	0.11%	0.02%	0.07%	0.07%

Bio-Diesel Production Capacity (In Million Liters)										
Nameplate Capacity	480	500	550	600	650	670	580	520	577	600
Capacity Utilization (%)	28.8	30.4	28.7	28.3	28.5	34.3	34.5	34.6	32.1	33.3

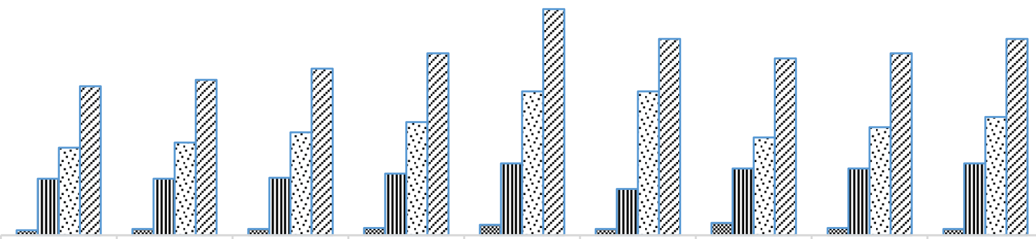
- India's annual biodiesel consumption experienced a healthy growth of 8% between 2013 to 2019 (CAGR).
- The biodiesel market in the country is still majorly informal and is dispersed and segregated, with limited domestic production.

- Many countries operate at a minimum B5 fuel level and several run below B10 fuel level—like Brazil, Thailand, Argentina, and Malaysia due to High feedstock prices and anti-inflation measures which provides India considerable growth opportunity in biodiesel market.

Most of the capacity is not being used due to lack of suitable feedstock resources and also government support process to develop demand.

iv. Feedstock use for fuel

Feedstock use for fuel (In 1000 MT)



	2015	2016	2017	2018	2019	2020	2021	2022	2023
Animal Fats & Tellow	5	6	6	7	10	6	12	7	6
Used Cooking Oil	55	55	56	60	70	45	65	65	70
Non-edible Industrial	85	90	100	110	140	140	95	105	115
Total	145	151	162	177	220	191	172	177	191

India's biodiesel production lacks sufficient production and supply from OMCs to build commercial sales; hence, it is mostly consumed by locally dispersed groups to generate power.

For decades in the country, it has been a concerning issue that field trials have used jatropha, a few treeborne oilseeds, and non-edible oilseeds (grown on nonarable, rain-fed lands) as multiple options for feedstock due to low yields.

However, the country experienced a surge in production due to various policy initiatives; yet it lacks consistency. The blended rate is directly linked to the amount of production, which has been affected badly during the COVID-19 pandemic.

Most of the share is through non-edible sources like jatropha, karanja, etc., backed by government policies. The share of edible oil has been limited owing to food security reasons, but the share of UCO has been steady despite the RUCO initiatives launched by the Food Safety and Standards Authority of India (FSSAI) in 2018.

If the biodiesel sector is regularized and structured properly, animal tallow could also produce enough biodiesel to meet the demand. India has a huge amount of on-road diesel consumption, and for success of the blending programme the availability of biodiesel becomes crucial.

The share and production of biodiesel are sparse when compared with conventional diesel.

Table illustrates the biodiesel market penetration in the country today, which clearly explains the need and urgency for proper and well planned measures to achieve the B5 targets.

India Biodiesel penetration of market (Million Liters)

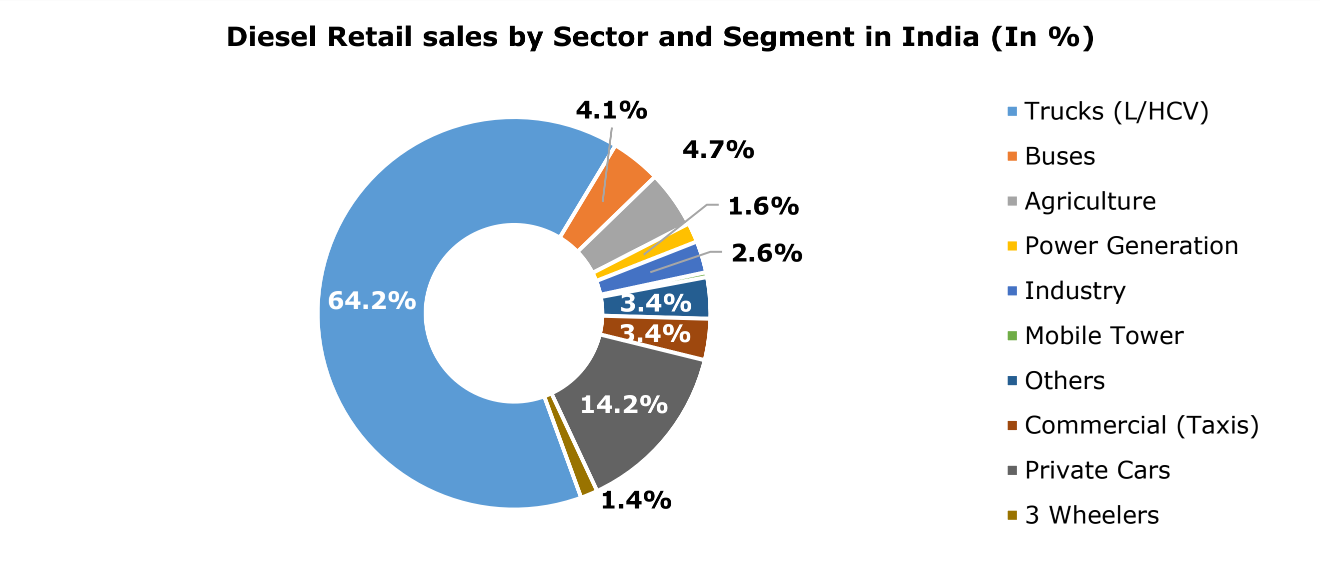
Blend Rate (%)	**2015**	**2016**	**2017**	**2018**	**2019**	**2020**	**2021**	**2022**	**2023F**
Biodiesel, on-road use	41	48	72	83	100	50	10	40	40
Diesel, on-road use	52,239	55,179	56,715	59,220	60,145	44,400	52,927	57,002	58000
Blend Rate (%)	0.08	0.09	0.13	0.14	0.17	0.11	0.02	0.07	0.07
Total Diesel Use	**87,064**	**91,965**	**94,524**	**98,700**	**95541**	**84512**	**90231**	**99000**	**1,07,000**

(Source: Biofuels Annual – 2023 report by USDA (United State Department of Agriculture))

v. According to Petroleum Planning and Analysis Cell (PPAC)

- Retail diesel sales constitute 68% market of the petrol-diesel basket.
- Heavy Commercial vehicle (HDV) and Light commercial vehicle (LDV) together consume more than ~64% of total diesel consumption.
- The commercial vehicle segment will likely continue to dominate the demand of diesel and impact oil import dependency.
- Vehicles on the road is increasing day by day which is leading to increase in fuel consumption.
- Hydrocarbon fuel combustion contributes to the generation of carbon-based particles in the exhaust and pollutes the environment. Compared to renewable biofuels, non-renewable fuels emit more hydrocarbons, nitrogen oxides, Sulphur oxides, and carbon monoxide.

vi. **Diesel Retail sales by sector and Segment in India**



Currently, India has a limited variety of alternative fuel options for diesel vehicles and it is in the initial stages of electrification. The use of hydrogen fuel cells, battery operated vehicles, are in the commercialization phase; especially in medium and heavy-duty bus segments. At the same time, the issue remains with availability and reliability of the prime energy source. In this regard, biodiesel is the most prominent source and one of the relatively cleaner options in medium/heavy-duty vehicles: SUVs, taxis, buses, etc. Biodiesel is one of the alternative fuels that can be produced from renewable sources like vegetable oil, soybean oil, canola oil, non-edible sources, and animal fats. India's government is stressing more for energy security with a target of reducing the usage of fossil fuels and import burdens. With emission problems in the country has driven the requirement for alternative fuels that benefit the environment and are economically competitive. Currently in India, biodiesel is primarily produced through acid oils, animal tallow nonedible vegetable oil and palm stearin oil. Domestically available used cooking oil (UCO) has been identified as a potential raw material for biodiesel production in the National Policy on Biofuels, 2018. The waste cooking oil can be collected in bulk from consumers such as restaurants, hotels, etc., for conversion into biodiesel.

vii. **Bio-diesel is considered as a potential source of energy**

The importance of sustainability and finding appropriate replacement of fossil fuels to reduce the consumption of imported oil and lower exhaust emissions. In addition, Bio-diesel being non-toxic, renewable and eco-friendly is an ideal alternative to diesel engines and it also has other potentials:

- It can control limited supplies of fossil fuels.
- Support in boosting our domestic economy.
- Help in reducing GHG emissions.
- Reduce our dependence on petroleum imports.
- Maintains the payload capacity and range of petroleum-derived diesel.

viii. **Emission comparison to Conventional Diesel and Bio-diesel**

Bio-diesel reduces emissions of carbon monoxide, unburned hydrocarbons and other particulate matter compared to conventional diesel and supports the environment. Major component of acid rain like sulphates and sulphur dioxide are eliminated with biodiesel however emissions of nitrogen oxide either increases or decrease depending on the duty cycle of engine and method of testing. Forming potential of emissions from biodiesel is less than half of that measured for the diesel counterpart to the overall ozone layer. Hence, Bio-diesel can be used as a replacement for conventional petroleum based diesel and could be named a "Clean source of energy"

Biodiesel Mix Percentage	*B5*	*B7*	*B10*	*B20*	*B50*	*B100*
Particulate matter	-3%	-4%	-6%	-12%	-27%	-47%
Hydrocarbons	-5%	-8%	-11%	-20%	-43%	-67%
Carbon monoxide	-3%	-4%	-6%	-12%	-28%	-48%
SO2	-5%	-7%	-10%	-20%	-50%	-100%
CO2	-4%	-5%	-8%	-15%	-38%	-76%
(Source: TERI Report)						

ix. Biodiesel policy: Current status and gaps

It is important for the government to encourage and/or induce noticeably greater biodiesel production. The steps taken by the Government during the last five years to promote utilisation of biodiesel include:

- Government has permitted the direct sale of bio-diesel (B-100) for blending with high speed diesel to all consumers, in accordance with the specified blending limits and the standards specified by the Bureau of Indian Standards subject to the fulfillment of these guidelines.
- The Government has amended the National Policy on Biofuels-2018 in June 2022 wherein an indicative target of 5% blending of biodiesel in diesel /direct sale of biodiesel has been proposed by 2030.
- GST rate for biodiesel supplied to the OMCs for blending with diesel has been reduced from 12% to 5 % from October 2021.
- Public Sector Oil Marketing Companies (OMCs) are offering remunerative prices for procurement of biodiesel.
- Celebration of World Biofuel Day on 10th of August every year to promote biofuels.

(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=1989224)

x. Usage of biodiesel remains negligible due to the following reasons

- Limited availability of feedstock
- High feedstock prices
- Lack of an integrated and dedicated supply chain
- Dependence upon the imported feedstock
- Import restrictions
- Limited consumers (only a few OMC retail outlets)

To meet its biodiesel blending goal by 2030, India would need to invest in new plants substantially to enhance the production capacity from its current effective capacity of 600 million litres (as of 2023) and form a supply chain infrastructure for UCO; while imposing some essential collection mechanisms.

In India, the entrepreneurs who are typically fuel traders with comparatively better access to the domestic fuels market dominate biodiesel manufacturing and operate micro, small, and medium enterprises, in contrast to other countries that mostly rely on manufacturing units set up by vegetable oil refineries or large oil companies.

xi. Bioenergy

Bioenergy is a form of renewable energy generated from biomass fuel. Biomass fuels come from organic material such as harvest residues, purpose-grown crops and organic waste from our homes, businesses and farms.

India's bioenergy production potential

Parameters	Quantity
Power generation potential	Annual power generation potential of 208 BU from 28 GW
Additional bagasse-based cogeneration potential	Annual power generation potential of 65 BU from 14 GW
Bioethanol production potential from agri-waste	From rice (2G) – 897.25 KLPD From maize (2G) – 395.67 KLPD
Compressed biogas production potential	▪ From cattle dung – 38,981 TPD ▪ From municipal solid waste – 4,854TPD ▪ From paddy straw – 16,377 TPD
(Source: PWC)	

xii. SAF (Sustainable Aviation Fuel)

The Indian government will introduce guidelines which would require domestic airlines to utilize a one percent blend of Sustainable Aviation Fuel (SAF) by 2025 and 5 percent by 2030.51 In 2022, domestic airlines (Indigo, Air India, Air Asia India, and Vistara) signed contracts with the Council of Scientific and Industrial Research–Indian Institute of Petroleum to collaborate on the creation and development of SAF blends.52 Additionally, Indian Oil Corporation Limited (IOCL) is constructing a $122 million (INR 10 billion) SAF plant at Haryana's Panipat refinery in collaboration with U.S.-based company LanzaJet.53 IOCL aims to annually generate 88,000 MT of SAF, comprising 2 percent of overall ethanol production by 2030, which is added pressure to India's existing E-20 goal. On May 19, in a landmark moment, Air Asia India conducted the first commercial passenger flight using a 1 percent SAF blend.

On May 19, 2023, MoPNG stated that India would require 140 and 700 million liters of SAF per year to reach one and 5 percent blending rate, respectively, by 2025.55 Accordingly, by 2030, to reach a 50 percent SAF blend rate, India would require around 10 MMT of SAF per year. At the same time, the government has stated that it possesses sufficient feedstocks to produce up to 24 MMT of SAF per year. 56 However, Post ascertains that India will likely need to balance SAF feedstock needs against its 2G ethanol production aspirations, and that the immense costs involved in decarbonizing India's aviation sector will constrain growth in the near term.
(Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1985235)

II. Overview of Skill Development in India

Steps taken by the Government to promote Skill Development & Entrepreneurship across the country.

India's Skill India Mission (SIM), the Ministry of Skill Development and Entrepreneurship (MSDE) delivers skill, re-skill and up-skill training through an extensive network of skill development centres/colleges/institutes etc. under various schemes, viz. Pradhan Mantri Kaushal Vikas Yojana (PMKVY), Jan Shikshan Sansthan (JSS), National Apprenticeship Promotion Scheme (NAPS) and Craftsman Training Scheme (CTS) through Industrial Training Institutes (ITIs), to all the sections of the society across the country. The SIM aims at enabling youth of India to get future ready & industry ready skills. In addition, the training is also provided through the National Institute for Entrepreneurship and Small Business Development (NIESBUD), the Indian Institute of Entrepreneurship (IIE), National Skill Training Institutes(NSTIs), and Training Centers registered on the Skill India Digital (SID) platform. The brief of these schemes are as under:

- **Pradhan Mantri Kaushal Vikas Yojana (PMKVY)**

  PMKVY Scheme is for imparting skill development training through Short-Term Training (STT) and Up-skilling and Re-skilling through Recognition of Prior Learning (RPL) to youth across the country including rural areas.

- **Jan Shikshan Sansthan (JSS) Scheme**

  The main target of the JSS is to impart vocational skills to the non-literates, neo-literates and the persons having rudimentary level of education and school dropouts upto 12th standard in the age group of 15-45 years, with due age relaxation in case of "Divyangjan" and other deserving cases. Priority is given to Women, SC, ST, OBC and Minorities in the rural areas and urban low-income areas.

- **National Apprenticeship Promotion Scheme (NAPS)**

  This Scheme is for promoting apprenticeship training and increasing the engagement of apprentices by providing financial support to industrial establishments undertaking apprenticeship programme under the Apprentices Act, 1961. Training consists of Basic Training and On-the-Job Training / Practical Training at workplace in the industry. A total of 42453 establishments engaged the apprentices across the country.

- **Craftsmen Training Scheme (CTS)**

  This scheme provides long-term training through Industrial Training Institutes (ITIs) across the country. The ITIs offer a range of vocational/skill training courses covering a large number of economic sectors with an objective to provide skilled workforce to the industry as well as self-employment of youth.

The details of the skilling network across the country as follows

Name of Scheme	Name of the Training Center	Total No.
PMKVY	Training centres including PMKK's	2640
JSS	JSS centers	288
NAPS	Establishments	49927 (*42453)
CTS	ITI	15016
**out of 49927, 42453 unique establishments engaged apprentices*		

Apart from MSDE, more than 20 Central Ministries are implementing Skilling/ Upskilling training programmes through various schemes, such as Deen Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY), the Rural Self

Employment Training Institutes (RSETI) under Ministry of Rural Development, Deen Dayal Antyodaya Yojana – National Urban Livelihood Mission (NULM) under Ministry of Housing and Urban Affairs etc.
(Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1985235)

Details of trained candidates and financial outlay under MSDE's schemes across the country is given as under:

Name of Scheme	Number of Trained Candidates
PMKVY (Since inception to October, 2023)	1,40,22,926
JSS (Since 2018-19 to October, 2023)	21,74,056
NAPS(Since 2018-19 to October, 2023)	25,48,023
CTS (ITI) (2018-19 to 2022-23)	65,10,839

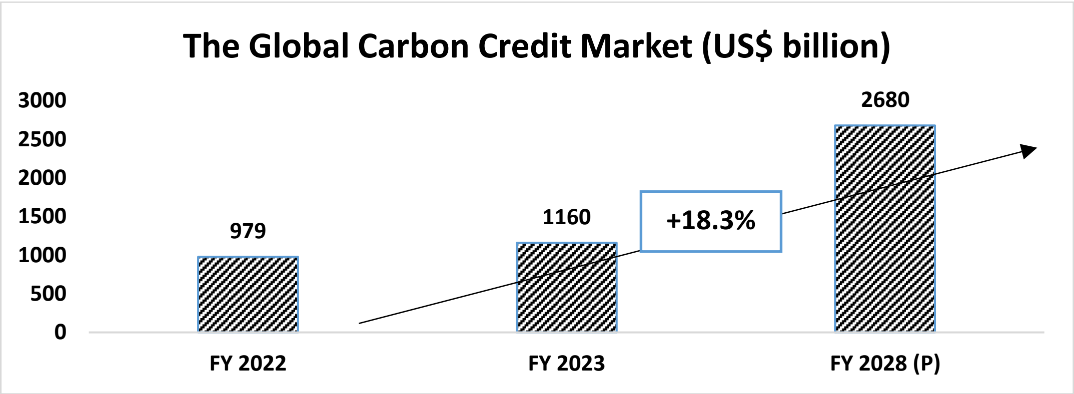
Details of funds released under PMKVY and JSS Schemes of MSDE are as under:

Name of Scheme	Fund Released (Rs. In Crore)
PMKVY (Since inception to October, 2023)	10441.32
JSS (Since 2018-19 to September, 2023	654
NAPS (Since 2018-19 to October, 2023)	**1071.85**

III. Overview Carbon Credit

A. Global Carbon Credit Market

The global carbon credit market traded value was US$978.56 billion in 2022. The market is expected to reach US$2.68 trillion by 2028. at a CAGR of 18.23% during the forecast period of 2023-2028.



B. Carbon market in India

India is currently in the process of developing a regulated Cap and Trade emission trading market, which will restrict trade of 'carbon credits certificates' among the obligated businesses, following the practices of similar operational markets in other parts of the world. However, India is also developing its offset markets for voluntary participation and is in the process of established requisite registry and MVR modalities in line with international standards. This will give more credibility to the market and generate trust.

India's international climate commitments include a reduction goal in greenhouse gas (GHG) emission intensity of GDP by 33-35% until 2030 (compared to 2005 levels) and a target to increase the share of non-fossil fuel energy sources to 40% by 2030. By creating a market for carbon credits, the government incentivizes emission reductions and encourages the adoption of cleaner technologies and practices

National framework will be established with an objective to decarbonise the Indian economy by pricing the Green House Gas (GHG) emission through trading of the Carbon Credit Certificates. Bureau of Energy Efficiency, Ministry of Power, along with Ministry of Environment, Forest & Climate Change are developing the Carbon Credit Trading Scheme for this purpose.

As India currently has an energy savings-based market mechanism, the new avatar Carbon Credit Trading Scheme will enhance the energy transition efforts with an increased scope that will cover the potential energy sectors in India. For these sectors, GHG emissions intensity benchmark and targets will be developed, which will be aligned with India's emissions trajectory as per climate goals. The trading of carbon credits will take place based on the performance against these sectoral trajectories. Further, it is envisaged that there will be a development of a voluntary mechanism concurrently, to encourage GHG reduction from non-obligated sectors.

"The ICM will enable the creation of a competitive market that can provide incentives to climate actors to adopt low-cost options by attracting technology and finance towards sustainable projects that generate carbon credits. It can be a vehicle for mobilizing a significant portion of investments required by Indian economy to transition toward low-carbon pathways," said Shri Abhay Bakre, DG BEE. He further added that this consultation will give specific guidance for developing MRV process and define eligibility criteria for Accredited Carbon Verifiers (ACVs).

The ICM will develop methodologies for estimation of carbon emissions reductions and removals from various registered projects, and stipulate the required validation, registration, verification, and issuance processes to operationalize the scheme. Monitoring, Reporting, Verification (MRV) guidelines for the emissions scheme will also be developed after consultation. A comprehensive institutional and governance structure will be setup with specific roles of each party involved in the execution of ICM. Capacity building of all entities will be undertaken for up-skilling in the subject matter.

The ICM will mobilize new mitigation opportunities through demand for emission credits by private and public entities. A well-designed, competitive carbon market mechanism would enable the reduction of GHG emissions at the least cost, both at the level of entity, as well as the overall sector and drive faster adoption of clean technologies, in a growing economy like India.

India has been at the forefront of climate action to meet the climate goals through its ambitious Nationally Determined Contributions (NDC). To facilitate the achievement of India's enhanced climate targets and to meet the future goals, the government is developing the ICM. By accelerating the transition to a low carbon economy, the ICM will facilitate achieve the NDC goal of reducing Emissions Intensity of the GDP by 45 percent by 2030 against 2005 levels.

CBAM

Carbon Border Adjustment Mechanism (CBAM) developed by European Union (EU), requires to report on Carbon Footprint for the products being imported in EU. Iron & Steel, Cement, Aluminum, Fertilizers exports have been identified for reporting in the initial phase. These sectors exports to EU accounts for around US$ 8 Billion.

C. Growth Drivers

- Increasing regulatory and stakeholder pressure on global corporations to lower emissions. These trends are driving demand for carbon credits
- According to a report by the Energy & Climate Intelligence Unit and Oxford Net-Zero, 21% of world's largest public companies have committed to a Net-Zero target. Increase in adoption of Net-Zero targets are also contributing to the market growth.
- Increasing the nationally determined contributions (NDC) net-zero targets of countries are also expected to further contribute to the demand for carbon credit.
- The emergence of carbon credit rating agencies would help to address one of the biggest hurdles inthe VCM-the ability of market actors to assess "quality

(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=1923458 and EKI Energy Services Limited investor)

IV. National Infrastructure in pipeline NIP: Sector-wise summary

The total capital expenditure in infrastructure sectors in India during fiscals 2020 to 2025 is projected at ~Rs. 111 lakh crore.

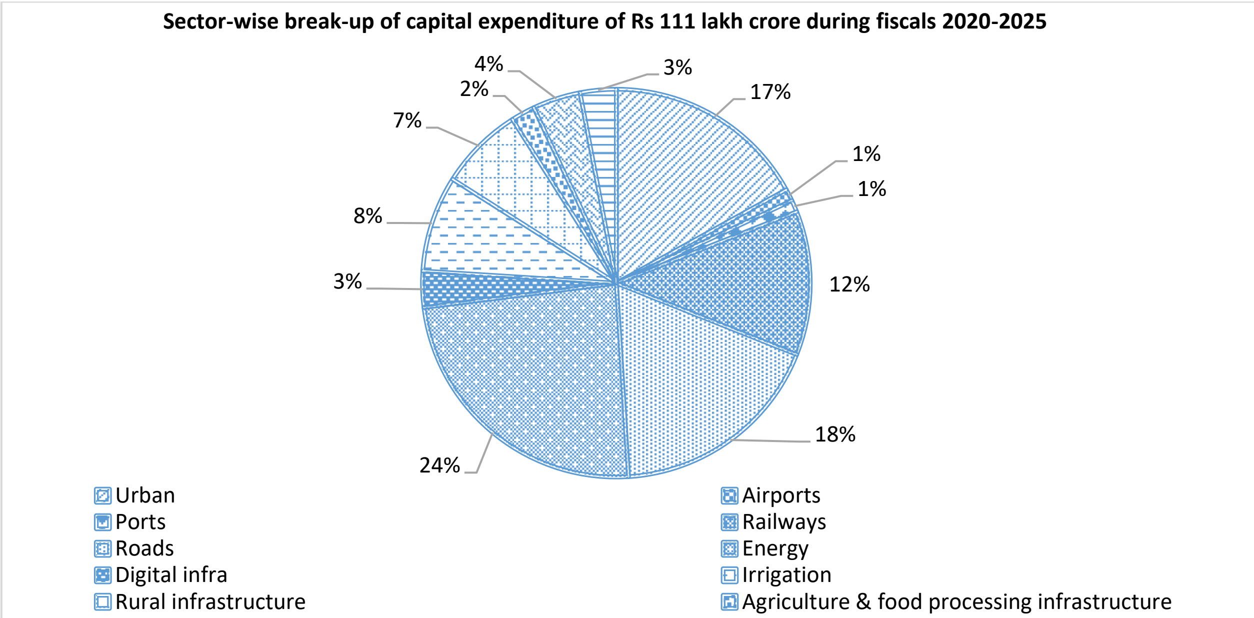
Sector-wise break-up of NIP

Ministry/ department	FY20	FY21	FY22	FY23	FY24	FY25	No phasing	FY20-FY25
Energy								
Power	164,140	225,551	221,734	223,487	225,236	211,002	139,279	1,410,428
Renewable energy	30,500	151,000	144,000	170,000	217,000	217,000	0	929,500
Atomic energy	11,635	21,462	28,324	33,124	32,674	28,284	0	155,503
Petroleum and natural gas	27,332	43,510	48,314	41,523	22,858	10,535	499	194,572
Total energy	**233,607**	**441,522**	**442,372**	**468,134**	**497,768**	**466,821**	**139,778**	**2,690,003**
Roads								
Roads	332,559	383,283	356,966	252,780	240,761	332,659	134,815	2,033,823
Total roads	**332,559**	**383,283**	**356,966**	**252,780**	**240,761**	**332,659**	**134,815**	**2,033,823**
Railways								
Railways	133,387	262,465	308,800	273,831	221,209	167,870	0	1,367,563
Total railways	**133,387**	**262,465**	**308,800**	**273,831**	**221,209**	**167,870**	**0**	**1,367,563**
Ports								
Ports	13,357	18,104	20,649	15,863	7,724	10,002	35,495	121,194
Total ports	**13,357**	**18,104**	**20,649**	**15,863**	**7,724**	**10,002**	**35,495**	**121,194**
Airports								
Airports	18,667	21,655	24,820	21,334	25,386	5,141	26,445	143,448
Total airports	**18,667**	**21,655**	**24,820**	**21,334**	**25,386**	**5,141**	**26,445**	**143,448**
Urban								
Atal Mission for Rejuvenation and Urban Transformation, Smart Cities, MRTS, Affordable Housing, Jal Jeevan Mission	298,174	462,208	404,134	234,858	217,164	159,862	142,867	1,919,267
Total Urban	**298,174**	**462,208**	**404,134**	**234,858**	**217,164**	**159,862**	**142,867**	**1,919,267**

Ministry/ Department	FY20	FY21	FY22	FY23	FY24	FY25	No phasing	FY20-FY25
Digital communication								
Digital communication	78,356	61,847	54,538	38,719	38,119	38,093	0	309,672
Total digital communication	**78,356**	**61,847**	**54,538**	**38,719**	**38,119**	**38,093**	**0**	**309,672**
Irrigation								
Irrigation	114,463	200,615	175,669	137,358	115,281	70,474	80,612	894,473
Total irrigation	**114,463**	**200,615**	**175,669**	**137,358**	**115,281**	**70,474**	**80,612**	**894,473**
Rural infrastructure								
Rural infrastructure	103,555	116,306	109,930	27,055	27,055	27,055	0	410,955
Water and sanitation	36,758	60,497	100,881	84,822	80,002	0	0	362,960
Total rural infrastructure	**140,313**	**176,803**	**210,811**	**111,877**	**107,057**	**27,055**	**0**	**773,915**
Agriculture and food processing infrastructure								
Agriculture infrastructure	3,109	3,376	3,423	1,850	1,176	649	148,889	162,472
Food processing industries	461	519	203	73	0	0	0	1,255
Food and public distribution	0	0	0	0	0	0	5,000	5,000
Total agriculture and food processing infrastructure	**3,570**	**3,895**	**3,626**	**1,923**	**1,176**	**649**	**153,889**	**168,727**
Social infrastructure								
Higher education	20,412	27,922	34,570	29,567	27,406	12,285	23,566	175,729
School education	5,053	7,132	7,077	6,398	6,569	5,562	0	37,791
Health and family welfare	28,719	40,132	39,914	16,096	9,756	6,544	9,858	151,019
Sports	1,320	1,547	1,424	1,389	1,220	840	1,328	9,069

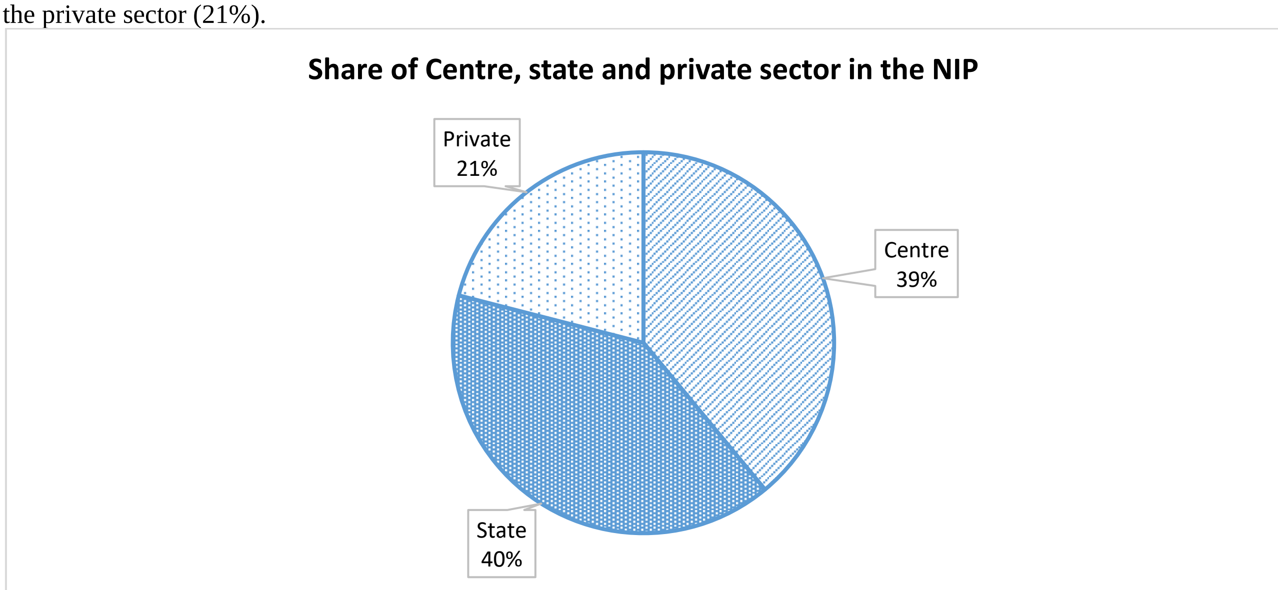
Tourism	1,104	1,581	2,059	1,863	1,196	715	11,259	19,777
Total social infrastructure	**56,608**	**78,315**	**85,044**	**55,314**	**46,147**	**25,945**	**46,012**	**393,386**
Industrial infrastructure								
Industries and internal trade	17,412	40,676	42,558	33,529	22,731	10,520	139,306	306,732
Steel	1,658	2,390	2,287	1,600	290	0	0	8,225
Total industrial infrastructure	**19,070**	**43,066**	**44,845**	**35,129**	**23,021**	**10,520**	**139,306**	**314,957**
Total	**1,442,131**	**2,153,779**	**2,132,274**	**1,647,122**	**1,540,813**	**1,315,091**	**899,218**	**11,130,428**

During the fiscals 2020 to 2025, sectors such as energy (24%), roads (18%), urban (17%) and railways (12%) amount to ~71% of the projected infrastructure investments in India.

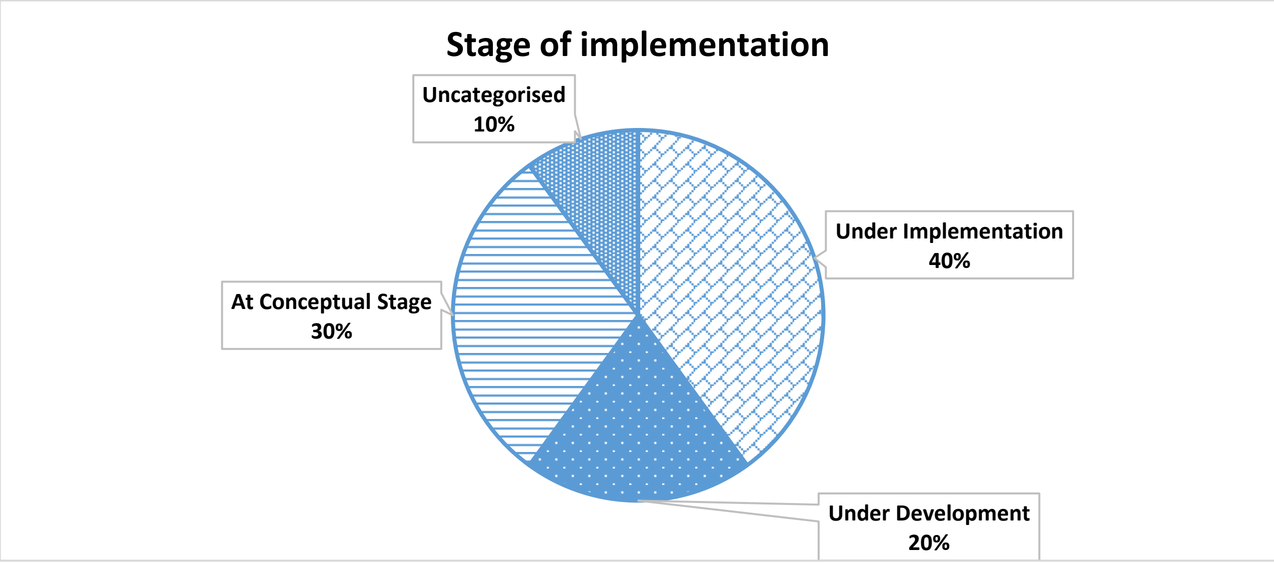


Share of Centre, state and private sector in NIP implementation

The Centre (39%) and state (40%) are expected to have almost equal share in implementing the NIP in India, followed by the private sector (21%).



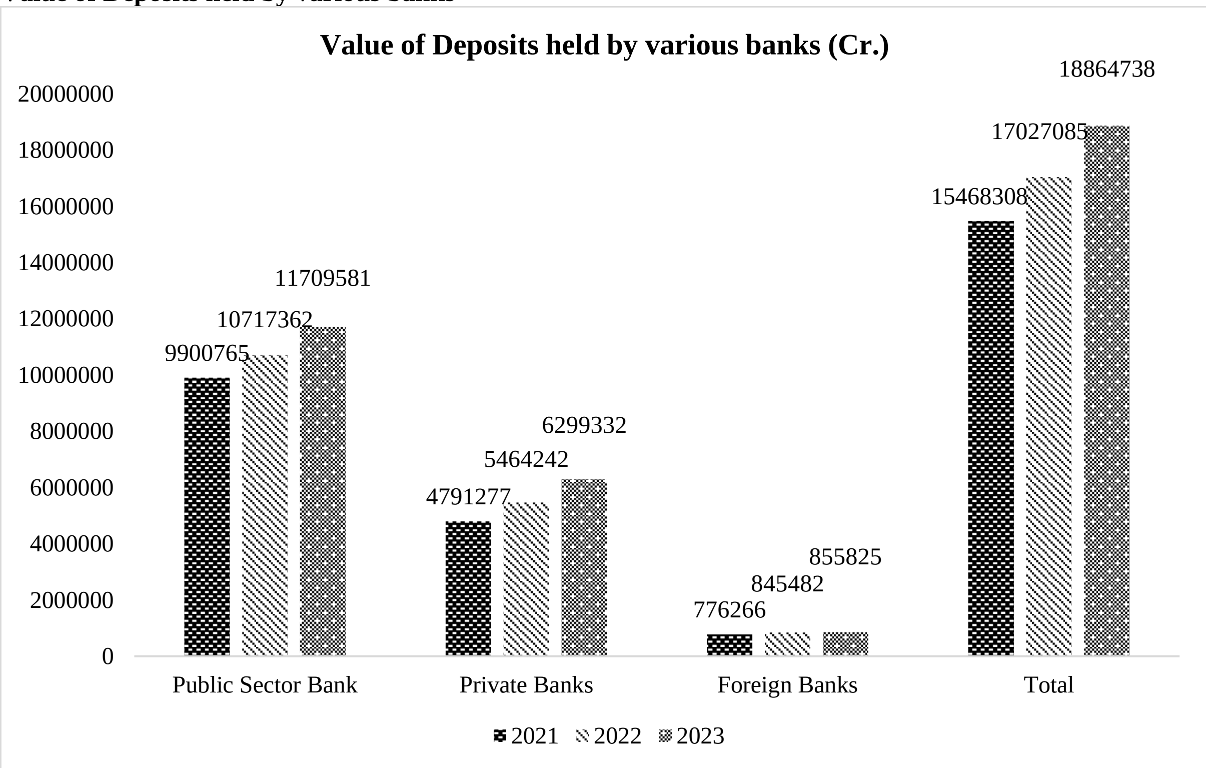
Out of the total NIP of Rs 111 lakh crore, Rs 44 lakh crore (40%) worth of projects are under implementation, Rs 34 lakh crore (30%) worth of projects are at the conceptualisation stage, and Rs 22 lakh crore (20%) worth of projects are under development. Information regarding project stage are unavailable for projects worth Rs 11 lakh crore(10%). It is expected that greater clarity will be available in the next few months on these and updated in the subsequent NIP publications



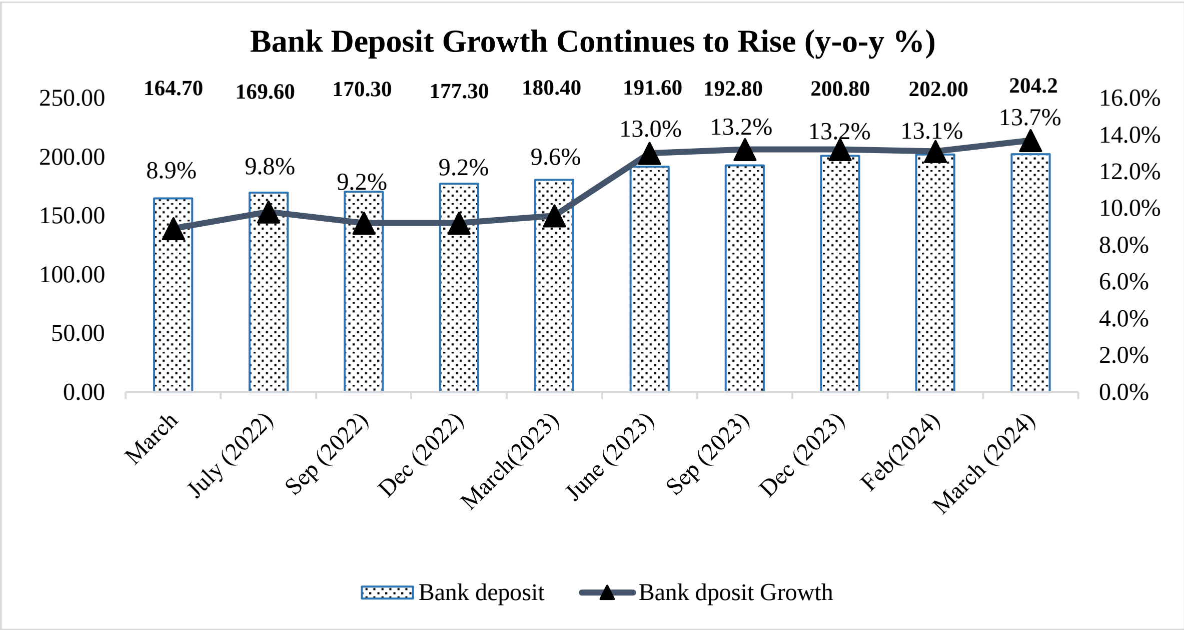
Source: *Report of the Task Force Department of Economic Affairs Ministry of Finance Government of India Volume 1 on National Infrastructure Pipeline*

V. Banking and Financial Services Industry (BFSI)

i. Value of Deposits held by various banks



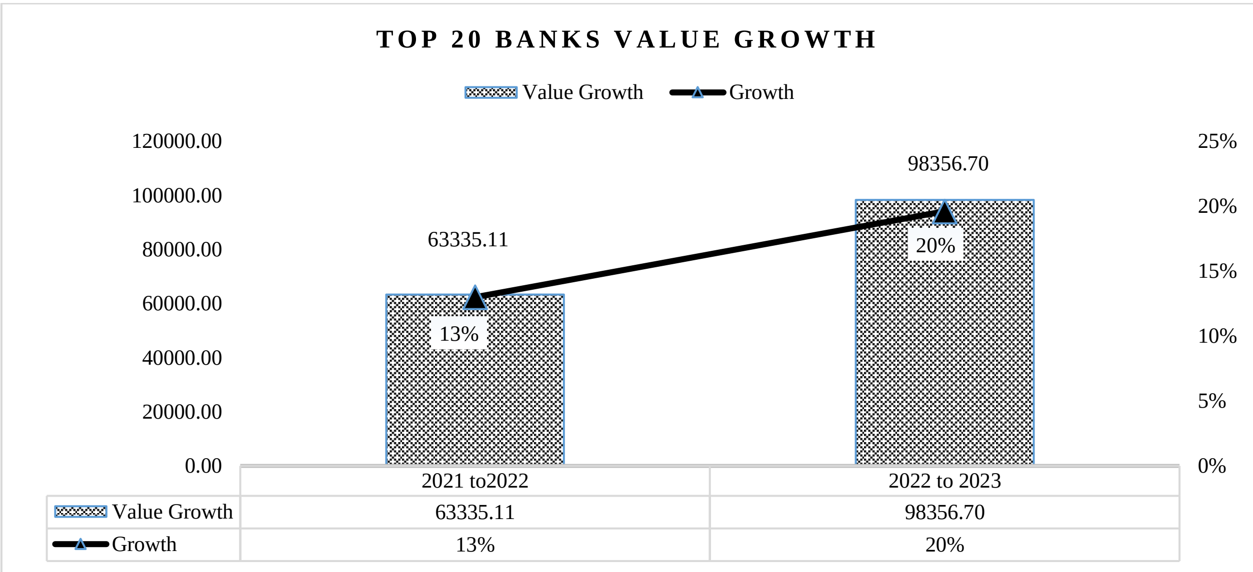
ii. Bank Deposit Growth



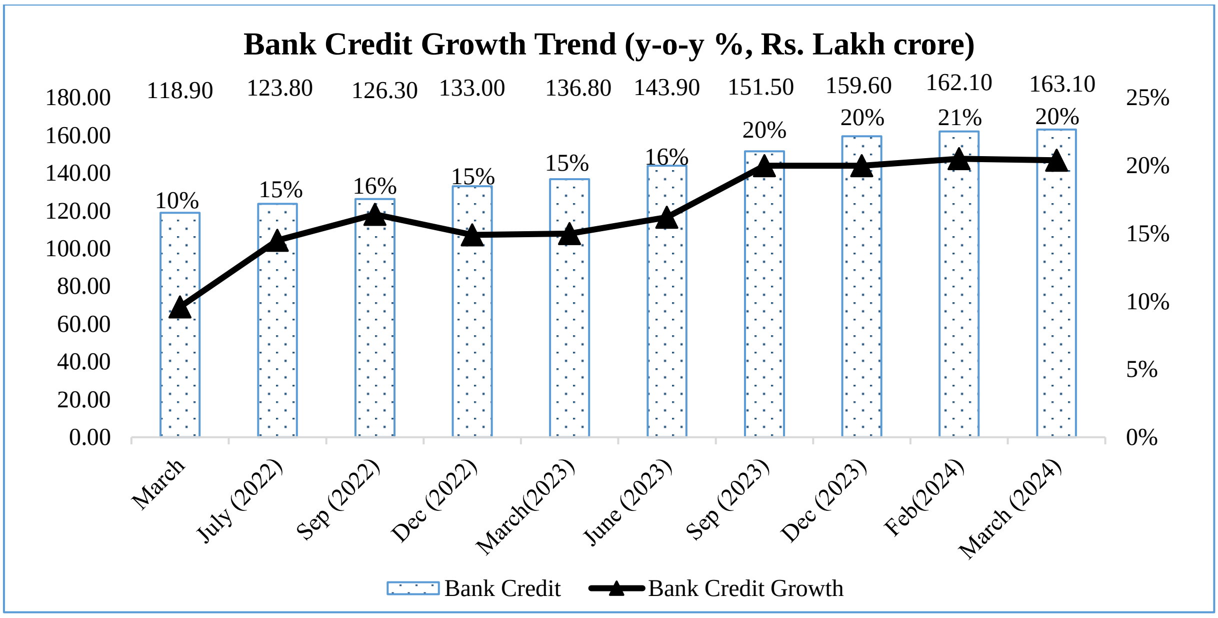
Deposits rising at 13.7% y-o-y for the fortnight (reported March 08, 2024), and sequentially increased by 1.1%. Without considering the merger, growth was 13.1%. Meanwhile, in absolute terms, deposits expanded by Rs. 24.6 lakh crore over the last 12 months and reached Rs. 204.6 lakh crore as of March 08, 2024

The Short-term Weighted Average Call Rate (WACR) stood at 6.52% as of March 15, 2024, compared to 6.42% on March 17, 2023, due to liquidity and pressure on short-term rates, also the rate is moving closer towards repo rate.

iii. Bank Credit Growth Continues to Remain Elevated



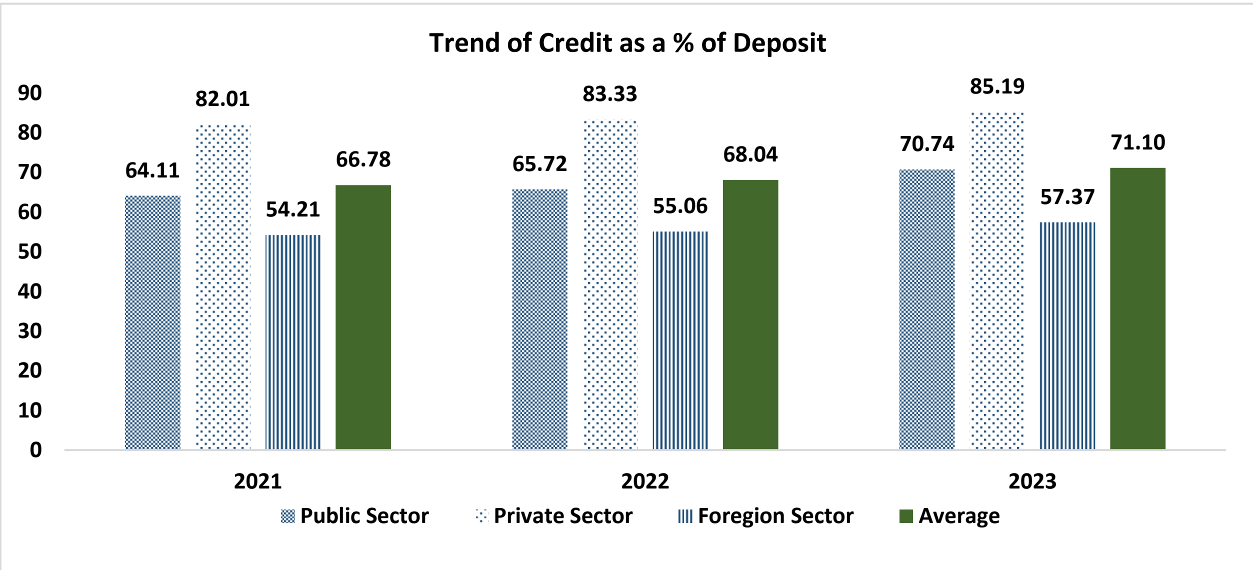
The credit growth during FY 2021-2022 stood at 13% which further increased to 20% during FY 2022-2023.



Credit offtake increased by 20.4% y-o-y and 0.7% sequentially for the fortnight ended March 08, 2024. Excluding the impact of the merger, the growth stood at 16.5% y-o-y for the fortnight, which is above last year's growth rate of 15.7%. This growth continues to be primarily driven by continued demand for personal loans.

The outlook for bank credit offtake continues to remain positive, supported by factors such as economic expansion and a continued push for retail credit.

iv. Trend of Credit as % of Deposit



Source: IBA and RBI

It can be observed that average credit as a percentage of deposit increased from 66.78% to 68.04 and further to 71.10% during FY 2021-2022 and FY 2022-2023 respectively
(Source: Care Edge Report and CMIE)

v. Overview of Food Processing Industries (MoFPI)

Ministry of Food Processing Industries (MoFPI) implementation of the Central Sector Scheme, namely, Pradhan Mantri Kisan Sampada Yojana (PMKSY) across the country helps in creation of modern infrastructure with efficient supply chain management from farm gate to retail outlet for promotion, overall development and growth of Food Processing

Industries, through creation of employment opportunities, reducing wastage of agricultural produce, increasing the processing level and enhancing export of the processed foods. MoFPI is also implementing a Centrally Sponsored Scheme- PM Formalisation of Micro Food Processing Enterprises Scheme (PMFME) for providing technical, financial and business support for setting up/upgradation of 2 lakh Micro Food Processing Enterprises. As part of Atmanirbhar Bharat Abhiyan, MoFPI is implementing a centrally sponsored PMFME scheme for providing financial, technical and business support for setting up / upgradation of micro food processing enterprises in the country. The scheme is operational for a period of five years from 2020-21 to 2024-25 with an outlay of Rs. 10,000 Crore. The scheme aims to enhance the competitiveness of existing individual micro-enterprises in the unorganized segment of the food processing industry and promote formalization of the sector. MoFPI has also launched the Production Linked Incentive scheme (PLIS) for the period 2021-22 to 2026-27 to create global food champions and improving the visibility of Indian food brands abroad. In order to enhance the investment in Food Processing Sector the following measures have been taken by the MoFPI:

i. Exempting all the processed food items from the purview of licensing under the Industries (Development and Regulation) Act, 1951.
ii. 100% Foreign Direct Investment (FDI) permitted through automatic route for food processing sector subject to sectoral regulations.
iii. 100% Foreign Direct Investment, under Government approval route, for trading including through e-commerce, in respect of food products manufactured or produced in India.
iv. Lower GST for raw and processed products; more than 71.7% food products under various chapter heads/sub-heads are covered in lower tax slab of 0% & 5%.

Achievements under the schemes

a. Pradhan Mantri Kisan SAMPADA Yojana (PMKSY)

- Since Jan 2023, So far, a total of 184 projects have been approved under various component schemes of PMKSY and a total of 110 projects have been completed resulting in processing & preservation capacity of 13.19 Lakh MT. The approved projects, on their completion, are expected to leverage investment of Rs 3360 Crore benefiting about 3.85 lakh farmers and are expected to result in more than 0.62 lakh direct/indirect employment.
- In all, so far, a total of 1401 projects have been approved under various component schemes of PMKSY, since their respective dates of launch. Out of these, 832 projects have been completed resulting in processing & preservation capacity of 218.43 Lakh MT. The approved projects, on their completion, are expected to leverage investment of Rs 21217 Crore benefiting about 57 lakh farmers and are expected to result in more than 8.28 lakh direct/indirect employment.
- PMKSY has made a significant positive impact in terms of increase in prices of the agricultural produce at farm gate and reduction in its losses. NABCON's evaluation study report on cold chain projects showed that completion of 70% of the approved projects has shown significant improvement in waste reduction up to 70% in case of fisheries and 85% in case of dairy products.

b. Pradhan Mantri Micro Food Processing Industries Upgradation Scheme (PMFME)

- Under Atmanirbhar Abhiyaan, the Ministry of Food Processing Industries launched a Centrally Sponsored Scheme named Pradhan Mantri Micro Food Processing Industries in June, 2020 to encourage 'Vocal for Local' in the sector with a total outlay of Rs 10,000 crore in the period of 2020-2025 for this scheme.
- This is the first ever Government scheme for Micro Food Processing enterprises and is targeted to benefit 2 lakh enterprises through credit linked subsidy and adopting the approach of One District One Product.
- Since Jan 2023, a total of 51,130 loans have been sanctioned under the credit linked subsidy component of the PMFME scheme, which is highest achievement during any calendar year since launch of the scheme. An amount of Rs 440.42 crore has been released as seed capital assistance to 1.35 Lakh Self Help Group (SHG) members. 4 Incubation Centers have been completed and inaugurated during the period providing product development support to grass-root Micro Enterprises.
- Since the inception of the scheme, so far, a total of 65,094 loans have been sanctioned under the credit linked subsidy component of the PMFME scheme to individual beneficiaries, Farmer Producer Organizations (FPOs), Self Help Groups (SHGs) and Producer Cooperative Societies. An amount of Rs 771 crore has been released as seed capital assistance to 2.3 Lakh Self Help Group (SHG) members.
- 76 Incubation Centers have been approved to be set up in ODOP processing lines and allied product lines with an outlay of Rs 205.95 crore.

c. Production-Linked Incentive Scheme for Food Processing Industries (PLISFPI)

- In order to support creation of global food manufacturing champions commensurate with India's natural resource endowment and support Indian brands of food products in the international markets, Central Sector Scheme- "Production Linked Incentive Scheme for Food Processing Industry (PLISFPI)" was approved by Union Cabinet on 31.03.2021 with an outlay of Rs. 10,900 crore. The Scheme is being implemented over a six-year period from 2021-22 to 2026-27.
- The components of the Scheme are- Incentivising manufacturing of four major food product segments viz. Ready to Cook/ Ready to Eat (RTC/ RTE) foods including Millets based products, Processed Fruits & Vegetables, Marine Products and Mozzarella Cheese (Category-I).
- The second component relates to production of Innovative/ Organic products of SMEs (Category-II).
- The third component relates to support for branding and marketing abroad (Category-III) to incentivise emergence of strong Indian brands for in-store Branding, shelf space renting and marketing.
- From the savings under PLISFPI, a component for Production Linked Incentives Scheme for Millet Based Products (PLISMBP) was also carved out from the scheme to encourage the use of Millets in RTC/RTE products and incentivizing them under the PLI Scheme to promote its production, value addition and sale.
- On 10.08.2023, the proposal of the Ministry has been approved for inviting EoI for manufacture of Millet-based products (Millets 2.0) with an outlay of Rs. 1000 Crore arising out of the savings from the other segments.
- A total of 176 proposals under different categories of Product Linked Incentive scheme for Food Processing sector (PLISFPI) have been approved so far. The scheme was likely to lead to investment of Rs 7722 Crore, increase in processed food sales turnover worth Rs 1.20 Lakh Crore and generate employment opportunities of 2.50 Lakh. With Incentives of Rs. 584.30 Crore released till date to the supported companies under the scheme, processed food sales turnover of about Rs 2.01 Lakh Crore, investment of Rs 7099 Crore and 2.36 Lakh employment generation has already been achieved through supported projects.

d. Activities/Achievements as part of "International Year of Millets

- 30 companies, including 22 MSMEs, are involved in the promotion of Millet based products under PLISMBP. The scheme envisages the use of a minimum of 15% millet content in the approved food products.
- 30 Millet based proposals for Production linked Incentive with an outlay of Rs 800 Crore, which includes proposals from 8 large entities and 22 MSMEs, have been approved under PLISFPI.
- So far, a total of 1825 loan have been sanctioned amounting Rs. 91.08 Crore for individual millet processing units from various states under PMFME scheme.
- In addition, Ministry has identified 19 districts with Millet Products as One District One Product (ODOP) under its PMFME scheme and has approved 3 Marketing & Branding proposals for Millet Products. Also, 17 incubation centres have been approved in 10 states having Millet Processing lines.

Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1991108

vi. Overview Solid Waste Management Sector in India

The solid waste management sector in India has witnessed significant growth in recent years due to the government's push towards cleanliness and sanitation. Increasing population and rapid urbanization have resulted in a substantial increase in the amount of waste generated, leading to the need for efficient and sustainable waste management practices. The government's Swachh Bharat Abhiyan (Clean India Mission) has provided a boost to the sector, resulting in a surge in demand for waste management solutions. The market for solid waste management in India is expected to grow at a CAGR of 7.5% during the forecast period (2021-2026), driven by factors such as increasing urbanization, rising awareness of waste management, and growing investments in waste management infrastructure.

Market Overview

Due to rapid urbanization, economic growth and higher rates of urban consumption, India is among the world's top 10 countries generating municipal solid waste (MSW). According to a report by The Energy and Resources Institute (TERI), India generates over 62 million tons (MT) of waste in a year. Only 43 MT of total waste generated gets collected, with 12 MT being treated before disposal, and the remaining 31 MT simply discarded in wasteyards. Most of the waste generated remains untreated and even unaccounted for. Inadequate waste collection, transport, treatment, and disposal have become major causes for environmental and public health concerns in the country.

The market for solid waste management in India can be segmented into various categories, such as collection, transportation, treatment, and disposal. The collection and transportation segments account for the largest share of the market due to the lack of proper collection and transportation infrastructure. The treatment and disposal segments are expected to witness significant growth during the forecast period due to the increasing focus on sustainable waste management practices.

India currently generates approximately 1.45 Lakh metric tonnes of solid waste, 35% of which is dry waste. Municipal Solid Waste (MSW) in India primarily consists of biodegradable (wet), non-biodegradable (recyclable and non-recyclable - dry), sanitary/ domestic hazardous waste and inert fractions. Its typical composition is shown below:

- Biodegradable waste 50%
- Non-Biodegradable waste 35%
- Inert Fractions 10%
- Others 5%

(Source: DHRP Urban Enviro)

Wet waste, also known as organic waste or biodegradable waste includes kitchen waste, market wastes (vegetables, meat, fruits and flowers), horticultural wastes and such similar waste. As shown above, it is 50% of MSW. Overall Solid Waste Management Status The total quantity of Solid waste generated in the country is 160038.9 TPD of which 152749.5 TPD of waste is collected at a collection efficiency of 95.4%. 79956.3 TPD (50 %) of waste is treated and 29427.2 (18.4%) TPD is landfilled. 50655.4 TPD which is 31.7 % of the total waste generated remains un-accounted.

Swachh Bharat Mission (SBM-U) 2.0 has been launched on October 1, 2021 for a period of five years, up to October 1, 2026, with a vision of achieving Garbage Free Status for all cities through 100% source segregation, door to door collection and scientific management of all fractions of waste, including safe disposal in scientific landfills. It is also aimed at remediation of all legacy dumpsites and converting them into green zones. As on date, out of total waste generated i.e. 1,52,245 MT/D, a total of 1,14,183 MT/D (75%) of waste is processed.

In order to achieve the objective of 'Garbage Free' Cities, the total Municipal Solid Waste treatment capacity proposed under SBM-U 2.0 is estimated as under:

Sr. No.	Type of MSW plant	Qty, TPD
1	Compost Plants	30,700
2	Biomethanation Plants	15,100
3	MRF-cum-RDF Plants	45,200
4	Waste-to-Electricity (WtE) (RDF based) Plants	9,700

(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=1910103)

OUR BUSINESS

OVERVIEW

Corporate History

MITCON Consultancy and Engineering Services Limited (hereinafter referred to as "MITCON") incorporated in April 16, 1982, under the provisions of Companies Act 1953. Our Company was originally incorporated as Maharashtra Industrial and Technical Consultancy Organisation Limited pursuant to a Certificate of Incorporation dated April 16, 1982 issued by the Registrar of Companies, Bombay, Maharashtra. Our Company received the Certificate of Commencement of Business dated December 4, 1982 from the Registrar of Companies, Bombay, Maharashtra.

The name of our Company was changed to MITCON Consultancy Services Limited pursuant to a Fresh Certificate of Incorporation Consequent to Change of Name dated September 7, 2000 issued by the RoC. The change in name of our Company was undertaken to adequately reflect the range of services intended to be provided by our Company in the field of consultancy and ancillary sectors.

The name of our Company was further changed to MITCON Consultancy & Engineering Services Limited and a Fresh Certificate of Incorporation Consequent upon Change of Name dated October 15, 2010 was issued by the RoC.

About the company

MITCON is an ISO 9001:2015 certified Technical Consulting Organization (TCO) offering Concept to Commissioning solutions for various businesses for last 40+ Years. MITCON has got an experience in multiple industry verticals include Energy Transition, Renewables, Biofuels, Green Chemistry, Skill Development, Environment Management and Engineering, Business Advisory Services. We are headquartered at Pune and have presence across the country through our regional offices at Mumbai, Delhi, Ahmedabad, , Bengaluru, Nanded, Raipur and Nagpur.

We operate as a professionally managed company with our Board comprising of Executive Directors, Non-Executive Directors, Women Director and Independent Directors. Over the last four decades, we have gained proficiency in providing corporate solutions in power, energy efficiency, renewable energy, climate change and environmental management sectors. Over the years, we have diversified into providing services to banking, infrastructure and biotechnology sectors. We provide solutions to our clients depending on their requirements inter alia including feasibility studies, detailed project reports, techno economic feasibility reports, financial syndication, lender's engineer services, EIA, basic and detailed engineering, bid process management, project management, cluster development, technical/ financial restructuring, energy audits, corporate debt restructuring, due diligence, qualitative and market research, assets/ business valuation and consultation services in wind power project. We also conduct IT based training courses and skill based training programs.

In addition, MITCON considers the Sustainable Development Goals (SDGs) an important initiative for realizing a sustainable society and improving people's Quality of Life (QoL). Thus, MITCON is carrying out its Engineering and Consultancy Services which cater ESG Reporting, Sustainability Reporting, Climate Change Mitigation & Adaptation, Carbon Neutrality & Net Zero, Carbon Credits & Trading to achieve UN's Sustainable Development Goals. Also, we ensure our work towards the project we execute too are contributing towards major SDGs.

MITCON has successfully completed 18000+ Consulting Assignments across 50+ Countries in Asia, Middle East, and African Markets and have trained more than 25 Lakh individuals under various Government & Non-Government Skill Development & Entrepreneurship Programs with record 75% placements. MITCON has also successfully completed 25000+ studies this Markets.

Our Corporate Structure

The MITCON Group of Companies' corporate structure as on 31st December, 2023 is as follows:

Our Services

We provide Consultancy and Engineering Services to various sectors through our following business divisions:

A) Consultancy & Training:

MITCON offers technical, financial, engineering and project management consultancy services from concept to commissioning, to decentralized, standalone power/ co-generation power projects, based on renewable and fossil fuels. Under this segment MITCON is offering the below services.

1) Environment Management and Engineering Services (EME Division):

a. Environment Consultancy:

Environmental Management & Engineering Division (EME) provides expert consultancy services for varied matrix of services in the field of environmental management. Thus, EME division partners with an organization in their efforts of achieving sustainable business model. Environment division is a full-service environmental consulting & engineering firm. Also, MITCON provides expertise in regulatory compliance, permitting, technical services, & the development of environmental programs.

Our primary service includes obtaining environmental clearance (in accordance with the Environment Impact Assessment Notification, 2006) from the Ministry of Environment and Forest (**MoEF**) as well as from the State Environmental Impact Assessment Authority and NOC/consent from Pollution Control Board.

Our other services include:

- Baseline Environmental Monitoring

- Environmental Impact Assessment (EIA)
- Environmental Social Impact Assessment (ESIA)
- Environment Management Plan (EMP)
- Environmental Clearance (EC)
- Environmental Due Diligence

b. <u>Laboratory Services</u>:
EME division of MITCON also provides like Air Quality Monitoring, Noise Level Monitoring, Water Quality Analysis, Illumination Survey, Compost & Fertilizer, Soil & Sludge Analysis, Food Testing etc. other Miscellaneous Services includes Bio-Assay Test, PAH, Pesticides, VOC, Dioxins & Furans, etc. analysis, Oil testing, Lead & Asbestos Containing Material (ACM) Survey, Solid Waste Characterization, Municipal Solid Waste Analysis, Hazardous Waste Analysis.

c. <u>Waste Management Services:</u>
The EME division of MITCON is actively involved in providing comprehensive Solid Waste and Liquid Waste management services. This includes Municipal and Industrial Solid Waste Management, Electronic Waste management, Plastic Waste management, Collection and Transportation services, Landfill management, Bio-mining, Waste to Energy solutions, Composting services, and Recycling initiatives. Additionally, the division also offers Liquid Waste management services, covering Effluent Treatment Plants (ETP), Sewage Treatment Plants (STP), and Common Effluent Treatment Plants (CETP).

2) <u>Business Financial Advisory (BFA Division):</u>

Financial Services encompass a diverse array of professionals, including certified financial planners, wealth managers, investment advisors, and certified public accountants, all dedicated to guiding the customers towards their financial goals with expertise and precision.

Our Financial Advisory team offers comprehensive solutions tailored as per needs, empowering to seize opportunities and safeguard assets through mergers & acquisitions and restructuring.

We offer services including preparation of Detailed Project Reports (DPR) and conduct Appraisal Techno Economic Viability (TEV) studies, technical/ financial and corporate debt restructuring, loan syndication, lender's engineer services, assets and business valuation, Pre-feasibility studies, market assessment, go-to market strategies, techno economic viability reports, Lender Engineer Services, Owner Engineer Services for various industrial and service sector clients, etc. We also provide services of conducting market research, comprising industrial, consumer and social research.

One of the most recent developments in the financial counselling market is to cater exclusively to the demands of banks and lending institutions, government organizations, and large corporations, for which we have been appointed as their technical financial adviser. Services include a techno-economic viability study (TEVR), a detailed project report (DPR), a study for a greenfield project, project expansion, and debt restructure / resolution strategies. Lenders' Independent Engineers' (LIE) Services, Project Cost Vetting, Traffic Study for Highway Projects, Monitoring Agency for Specialized Monitoring Per IBA.

3) <u>Skill Development Division:</u>

MITCON Skills and Training is a leading education provider in all fields of Entrepreneurship, Vocational Training and Skill Development. Our team of professionals brings in their experience and expertise to regularly develop industry-oriented courses and update the curriculum as per the industry requirements. Our training programmes are focused towards skill building and imparting knowledge.

MITCON conducts various entrepreneurship development programs sponsored by various government departments, such as Department of Industries, Government of Maharashtra, Department of Science and Technology (DST), Government of India and Ministry of Food Processing Industry, Government of India, Solar courses under SURYA MITRA, Electric

Vehicle courses. We also conduct fee-based vocational training programs.

This technology based training programs are designed to cater the needs of multiple industries and are targeted towards enthusiasts of all age groups.

Under the Skill Development division, MITCON aims towards empowering the youth with skills and trainings necessary for employment opportunities. Advanced skillset helps students in achieving their professional goals. Not only the best possible training and hands-on experience but sincere assistance in placements is also a priority at MITCON Skills.

MITCON's consistent efforts to create a skilled human resource for the nation are recognized by prestigious awards and association with the government and other reputed institutions.
MITCON Skills and Training is a leading education provider in all fields of training. A team of professionals brings in their valuable experience and expertise to regularly develop industry-oriented courses and update the curriculum as per the industry requirements.

<u>Strengths</u>
- Expert and experienced trainer
- State-of-the-art computer labs
- Convenient classes and a flexible schedule
- Industry-oriented courses' content
- Online, Offline, or Hybrid Learning Options
- Practical-oriented approach
- Project-based learning

4) <u>Carbon Credit Division:</u>

MITCONs Climate Change and Sustainability (CCS) Division assists businesses in understanding the risks and opportunities associated with inevitable climate change caused by rising global warming temperatures. At MITCON CCS, we assist businesses to decarbonize and address their sustainability issues.

We provide services such as preparation of Greenhouse Gas (GHG) inventories, developing carbon neutral strategies and implementation support, preparation of Sustainability Report as per GRI, SASB, TCFD, TNFD frameworks and conducting product life cycle assessments. In addition, we develop Carbon Credit projects for our clients and provide them with the opportunity to commercialize the generated Carbon Credit, thereby increasing the viability of Low Carbon projects.

i) Services provided by the division:

a) Carbon Footprint Assessment including Energy Audits
b) Product Carbon Footprint and Carbon Border Adjustment Mechanism (CBAM) Reporting
c) Life Cycle Assessment of Product
d) Sustainability Reporting as per GRI, SASB, TCFD, TNFD frameworks
e) Ecovadis Consultancy
f) Development of Carbon Neutral Strategies and Implementation Support
g) Development of Carbon Credit Projects
h) Arrangement of Sale of Carbon Credit Projects Between Seller and Buyer

ii) Unique features of carbon Climate Change and Sustainability division:

We provide one stop solution to our clients need, from measuring their carbon footprint, managing the footprint and providing them mitigation arrangements.

5) <u>Biofuels and Green Chemistry Division:</u>

MITCON's Energy Transition team currently plays a key advisory role in delivering green fuel based projects to the industry. Clients benefit in terms of significant reduction in overall carbon footprint. MITCON encourages the energy transition towards alternative and green fuels like green H2, Ethanol, Biogas, Biodiesel, etc.

For the past 25+ years, MITOCN's Biofuels and Green Chemistry Division has provided complete Front End Engineering & Designing (FEED) of projects in this area. The services range from concept to commissioning including basic and detailed engineering for bio-ethanol, Sugar mill, Sugar refineries, co-generation power projects based on coal, bagasse, biomass, etc.

We shall be expanding our consultancy and engineering portfolio in the sustainable environment sector. This revolves around green chemistry. Our focus will be on developing technologies for producing chemicals from renewal and bio-based raw materials, thus, providing alternative sustainable production technologies to fossil fuel based production. This will help in reducing the carbon footprint.

The key highlights of this activity are as follows –

Overall Business drivers

- Awareness about CO2 & GHG emissions
- Energy transition to cleaner fuels (H2; MeOH; SAF; DME)
- Net zero strategy being implemented
- Alternatives to small scale ethanol plants

MITCON's Business interests

- Carbon capture, utilization and sequestration projects
- To be a Technology licensor and PMC for bio-fuels and green chemistry projects.
- Circularity and waste valorization theme based projects.
- Alternative bio-based technologies to produce mainstream chemicals.

Technologies of interest

Bio-fuels	E-fuels	Waste Valorization (carbon sequestration)	Green chemicals
· Bio-ether/ Bio-diesel · Bio-ethanol	· CO2 based Methanol · SAF	· Bio-char plants · Bio-electrolyzer for green H2	· Organic acids · Bio-polymers

Short Description of technologies

CO2 to Methanol project

Pure CO2 shall be converted into methanol. Methanol has many uses. It is a base solvent, used as a marine fuel and also can be upgraded to SAF. Apart from getting value added product, this project shall also generate carbon credits as industrial CO2 shall be utilized for this purpose. Initially, pure CO2 producing industries like distillery.

Bio-char:

MITCON plans to engineer a bio-char plant in-house. The capacity of this plant shall be to process 5 Tons of biomass per shift. This plant shall be procured from local vendors and installed at a demo site.

The major milestones are:

a) Engineering
b) Manufacturer & installation
c) Commissioning

Pilot Plant- Fermentation:

It is proposed to set-up a multi-purpose fermentation pilot plant, which shall be capable to handle different processes like:

a) Citric acid
b) Succinic acid
c) Lactic acid

The different bio-catalyst and operating conditions required for above products shall be optimized in this pilot plant. The Proof of Concepts (POC) to produce above organic acids and their commercial viabilities shall be established. This will then become the basis of scale up to commercial scale technology.

The major milestones are:

a) Literature survey and research
b) Procurement of biological consortia
c) Procurement of equipment for pilot plants
d) Baseline establishment and scale up.

Sustainable Aviation fuel (SAF)

a) Literature survey, conceptual design
b) Survey of available lab-scale and pilot setup
c) Experimentation and Data collection
d) Develop basic designs and engineering
e) Techno-economic viability
f) Basic engineering package

B) Projects Services

Since 1994, Solar segment of our Company is one of India's top leading comprehensive solar energy solutions provider - Concept to Commissioning. We assist clients with advisory or project management roles with comprehensive tailor-made service to meet client demands. .

We offer a newer approach to the traditional EPC business model to serve a new era in the power generation industry by providing a flexible and comprehensive suite of services for utility-scale and distributed generation renewable energy projects, energy storage and integrated solutions ranging from construction only to turnkey EPC.

MITCON has been providing Engineering, Consultation & Project Management Services Committed to reduce the lifetime cost of energy, ensuring longer system life & high long-term performance. 2017 onwards we extended to Solar EPC with accelerated expansion plans. The company has a monumental portfolio of 5000+ MWp of renewable Energy.

Other services provided under this division are as follows:

- Soil Investigation including Geotech & ERT test
- Contour survey & preparation of contour Map
- Preparation of plant layout
- Civil and structure design drawings
- AC & DC Single Line Diagrams (SLD)
- DC electrical design drawings
- AC electrical design drawings
- Instrumentation design drawings
- Electrical major layouts
- Erection key drawings including cable trench, earthing, LA layout etc.
- Foundation drawings
- Design of drainage system as per site condition
- Design of module cleaning system with water storage

C) Wind & Solar Projects:

Our Business engaged in the development, implementation, and management of renewable energy projects, with a particular emphasis on wind and solar energy. The range of services offered including project feasibility studies, site selection, design, engineering, procurement, construction, and commissioning of renewable energy systems.

a. Solar Power Generation Projects

Solar energy represents the future of power generation, it is an option for sustainable, green electricity. It has become an accessible means for generating electricity in residential properties, but also a resource to generate a part of a country's power supply. We provide a range of solutions for engineering consultancy to meet the needs of the client. Our services include DPR, TEV, Designs, Transaction Advisory, and EPC. We also help with Turnkey projects for our clients. Captive Open Access for renewable energy is an innovative solution that provides power during periods where it is most needed; increasing power security and lowering the cost of power supply. MITCON has Solar park through which the solar energy is been generated.

MITCON Solar Park:

A Solar Park is large chunk of land developed with common infrastructure facilities like transmission infrastructure, road, water, drainage, communication network etc. with all statutory clearances. Thus, the solar power consumer can set up solar projects hassle-free.

The Solar Parks provide suitable developed land with all clearances, transmission system, water access, road connectivity, communication network, etc. The scheme facilitates and speed up installation of grid connected solar power projects for electricity generation on a large scale.

Details of MITCON's Solar Parks:

- MITCON purchased 19 Acre land in Solar Park at Sonalwadi, Tal Sangola Dist Solapur to commission 4.90MW Group Captive solar power project. The power generated from the project is sold to prospective customers for its captive use. The PPA has been signed with them for a period of 25 years with certain lock in period.
- MITCON has also acquired 40 acre of land in a Solar Park situated in Kini, Tal Akkalkot, Dist – Solapur, total capacity of the solar park is of 10 MW.

Basic Features of MITCON Solar Park:

- All required permissions & approvals in place.
- Transmission line, Water storage & treated water pipeline
- Ready substation for evacuation of power.
- Sewage treatment
- Proper drainage around plant periphery
- Telecom network
- Fire station
- Access up to and around the site boundary for easy transport of equipment during and after construction.
- Wire gauge fencing around the periphery.
- Operation & Maintenance (O&M) including security for the park.

Our Company has developed following solar power project:

1. MSPL Unit 1 Ltd- 1.40 MW solar power generation project power being sold to one private hospital in Pune for its captive use, PPA signed for a period of 25 years.
2. MSPL Unit 2 Ltd- 1.00 MW solar power generation project power being sold to one private hospital in Pune for its captive use, PPA signed for a period of 25 years.
3. MSPL Unit 3 Ltd- 3.20 MW solar power generation project power being sold to one private hospital in Pune for its captive use, PPA signed for a period of 25 years.
4. MSPL Unit 4 Ltd.- - 1.18 MW solar power generation project power being installed and power will be sold to one private hospital in Nagpur for its captive use, PPA signed for a period of 25 years

b. Wind power generation

Wind power, in layman's terms, is harnessing the power of the wind and is renowned renewable energy. It is a clean, domestic and sustainable energy source. The wind energy market continues to grow rapidly in terms of capacity, penetration, and innovation. Across the globe, countries are turning to wind power as a cost-effective source of electricity, for economic development and for environmental sustainability. MITCON engineering consultancy provides turnkey solutions including DPR, TEV, Designs, Transaction Advisory, Design of Substation & transmission line, etc.

MITCON has a wind power generation project of 750 KW which was commissioned on 27th March, 2008 at Iduki, Kerala. The Power generated from the same is being sold to Kerala state electricity board. The power purchase agreement for the same has been signed with state electricity Board.

Key Performance Indicators (KPI) And Financial Information

Set forth below is certain key performance indicators of consolidated financial statements and financial information of our business.

(₹ in Lakhs)

Particulars	For Nine month ended 31 December '2023	Financial Year Ended 31 March, 2023	Financial Year Ended 31 March, 2022	Financial Year Ended 31 March, 2021
Financial				
Revenue from operations	8945.51	8,365.16	10,650.32	6165.87
EBITDA	2,106.52	1,586.71	1,623.35	934.81
EBITDA Margin (In %)	23.55%	18.97%	15.24%	15.16%
NET Profit after Tax	314.02	439.24	149.72	-148.77
Net Profit Margin (In %)	3.51%	5.25%	1.41%	-2.41%
Return on Net worth (In %)	2.79%	4.32%	1.61%	-1.67%
Return on Capital Employed	6.95%	5.98%	6.95%	3.59%
Debt Equity Ratio	1.01	0.95	0.80	0.79
Days working capital	137	133	145	146

Notes:

1. Revenue from operations represents the revenue from Consultancy & Training Fees, Project Services and Income from Solar Power of our Company as recognized in the financial information.
2. EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense.
3. EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.
4. Net Profit after tax represents the profits of our Company after deducting all expenses.
5. Net Profit margin is calculated as profit/ (loss) for the year/period divided by revenue from operations.
6. Return on net worth is calculated as Net profit after tax, attributable to the owners of the Company for the year/ period divided by Net worth. Net worth means aggregate value of the paid-up share capital and reserves and surplus of the current and previous financial year/period.
7. Return on capital employed calculated as Earnings before interest and taxes divided by capital employed (Capital employed calculated aggregate value of total equity and total debt of the current and previous financial year/period).
8. Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short term borrowings. Total equity is the sum of equity share capital, reserves and surplus and minority interest.
9. Days Working Capital is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings) by revenue from operations multiplied by the number of days in the year/period (365/270).

Our Strengths

1. **Brand presence**
   We believe that MITCON represents a brand in the market we operate in. Our service offerings coupled with technical know-how, competitive fees, execution capabilities and track record of over three decades has provided us with strong brand recognition and credibility. The recognition and acceptance of MITCON brand has significantly contributed to the success of our business. We also believe that opening up of new offices will further enhance our brand in the consultancy space.

   The credibility of our business is also reflected in the fact that we have received certifications and accreditations from various agencies and regulatory bodies.

2. **Relationships with Stakeholders**
   We have a strong and widespread business development team with offices located in major cities across the country. We believe that we have a stable and esteemed core client base representing some large Indian industrial groups, banks and other financial institutions, central public sector undertakings, SMEs and government bodies, among others.

   Further, we believe that our strong brand and over three decades of experience in the consultancy business enables us not only to obtain repeat business from our existing clients, but to attract new business as well.

3. **Multiple Business verticals under one roof**
   Our company is engaged in various business verticals such as - Energy Transition, Renewables, Biofuels, Skill Development, Environment Management and Engineering, Business Advisory Services. With almost three decades of experience offering Concept to Commissioning solutions for various businesses, we believe we are uniquely positioned to help them in realizing a sustainable society and improving people's Quality of Life (QoL).

4. **Quality Management through Qualified employee base and proven management team**
   We have perfected sophisticated service delivery and quality control processes, standards and frameworks, which have resulted in a track record of performance excellence and client satisfaction. National/ International accreditations/associations prove that our standards of quality are among the best in the nation. These accreditations not only involve our own internal protocols for establishing quality works but it set new milestones for commitment of best quality and reliability and sustainability. We firmly believe that have the ability to attract and retain high-quality management and professionals, which will be decisive for our future growth prospects.

5. **Industry Expertise**
   We have built industry-specific expertise, and capabilities which gives us the ability to articulate and demonstrate long-term value to our clients, with whom we have deep, enduring and expansive relationships. We have invested extensively in infrastructure and systems to enable learning and education across the enterprise at scale. These give us the ability to keep pace with ever-changing technology and how they apply to customer requirements. We maintain high ethical and corporate governance standards to ensure honest and professional business practices and protect the reputation of the Company and its customers.

Our Strategies

Our objectives are to enhance our position as a renewable energy producer in India by pursuing and executing the following strategies.

1. **Focus on Consultancy Services**
   We intend to continue our focus on core consultancy business, which we believe will provide further growth opportunities through the retention of existing clients and acquisition of new clients. We believe that our inherent strength lies in the domain expertise developed over the years in providing consultancy and engineering services to a variety of sectors. We shall make efforts to further strengthen our core consultancy business by deploying additional resources by hiring sector specific experts, setting up of data center and expanding our office network.

2. **Increase the use of technology to improve operational efficiency**
The volume of our business has increased over the last decade as we grow our services portfolio and have expanded the scope of services and the sectors we cater to. This has driven the need for operational efficiency. We operate in an industry that is categorized by nascent systems and information databases. Increasing our operational efficiency would entail increased use of technology, which would help us to improve productivity by documenting and continuously updating our knowledge base to ensure efficient and quality delivery of our services. Accessibility of updated
information to our consultants through our information interface would help us increase our revenues and also help us in faster execution of assignments. We also intend to continue to improve employee productivity through training and technology.

3. **Continue to develop and maintain relationships**
We provide services to government bodies, public sector undertakings and private corporates. We are empaneled with banks and Government bodies. We continue to enjoy the patronage of our clients. We derive significant revenues from repeat business from existing clients. We believe that we can leverage our existing relationships, our brand and our technical expertise to grow our client base which would help us in achieving our growth objective.

4. **Expand across geographies.**
We continue to expand our operations to establish a nation-wide execution platform. We seek to identify markets where we believe there is potential growth, availability of human resource, scope for building client relationships and also identifying potential markets which are close to investment destinations.

Equipments

S. No.	Particulars	Quantity
1.	WIND TURBINE GENERATION	1
2.	Shimadzu Atomic Absorption Sp.	1
3.	Automatic Protein/Nitrogen Estimation System	1
4.	Avanta Pm Aa Spectrometer	1
5.	Laboratory Fermentor	1
6.	Automatic Absorption	1
7.	Gas Liquid Chromatograph	2
8.	Centrifuge 5804R	1
9.	Ultrasonic Flowmeter	1
10.	Thermal Imager	1
11.	Compressed Air Flow Meter	1
12.	Flue Gas Analyser	1
13.	Orbital Shaker Double Decker	1
14.	Solar Training Kit	26

Revenue Break-up

Following is our operating revenue break up on a consolidated basis for the unaudited limited review financial results for the nine-month period ended December 31, 2023 and for the financial years ending March 31, 2023 and 2022 as follows:

(₹ in Lakhs)

S. No.	Particulars	As at nine-months ended December 31, 2023	Consolidated	
			FY 2023	FY 2022
1.	Consultancy & training	4,440.87	5,814.93	4,590.78
2.	Projects Services	3,360.95	1,107.60	4,826.58
3.	Wind/Solar Power	1,143.69	1,442.63	1,232.96
Total		**8945.51**	**8365.16**	**10650.32**

<u>Our Major Customers:</u>

The following is the revenue breakup on a Consolidated basis from the top five and top ten customers of our Company for the unaudited limited review financial results for the nine-month period ended December 30, 2023 and for the financial years ending March 31, 2022, is as follows:

(₹ in lakhs)

Particulars	As at Nine -months ended December 31, 2023		Financial Year Ended 31 March, 2023		Financial Year Ended 31 March, 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
Top 5 customers	5199.14	58.12%	2286.98	27.34%	5960.95	55.97%
Top 10 customers	6141.17	68.65%	3636.46	43.47 %	6829.51	64.12%

Utilities:

<u>Power & Fuel:</u>

Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	As at Nine -months ended December 31, 2023	Financial Year Ended 31 March, 2023	Financial Year Ended 31 March, 2022
Total Electricity Consumption (A)	13,346 kWh / 11,48,28,083 (kcal)	1,77,941 kWh / 15,31,04,111 (kcal)	2,27,849 kWh / 19,59,50,140 (kcal)
Total Fuel Consumption (B)	12,110 Litres / 10,68,01,505 (kcal)	16,147 Litres / 14,24,02,007(kcal)	16,207 Litres/ 14,29,31,153 (kcal)
Energy Consumption through other Sources (C)	-	-	-
Total Energy Consumption (A+B+C)	**22,16,29,589 (kcal)**	**29,55,06,118 (kcal)**	**33,88,81,293 kcal**
Energy Intensity per Rupee of Turnover (Total Energy Consumption/ Turnover in Rupees)	**46,395 kcal/Rs. In Lac**	**61,860 kcal/Rs. In Lac**	**42,653 kcal / Rs. In Lac**

The following disclosures related to water, in the following format:

Parameter	As at Nine -months ended December 31, 2023	Financial Year Ended 31 March, 2023	Financial Year Ended 31 March, 2022
(i) Surface Water	1,662	2216	2025
(ii) Groundwater	0	0	0
(iii) Third Party Water	0	0	0
(iv) Seawater/ Desalinated Water	0	0	0
(v) Others	1,496	1995	1823
Total volume of water withdrawal (in kilo liters) (i + ii + iii + iv + v)	**1,662**	**2216**	**2025**
Total volume of water consumption (in kilo liters)	**1,662**	**2216**	**2025**
Water intensity per rupee of Turnover (Water consumed / turnover)	**0.002 kilo litres/Rs. In Lac**	**0.002 kilo litres/Rs. In Lac**	**0.002 kilo litres/Rs. In Lac**

Waste Management:

Last year, MITCON has taken several initiatives to reduce/replace the printing of papers, plastic cups, & water bottles. Provide details related to waste management by the entity, in the following format:

Parameter	As at Nine -months ended December 31, 2023	Financial Year Ended 31 March, 2023	Financial Year Ended 31 March, 2022
Plastic Waste (A)	0.75	1.0	0.9
E-waste (B)	0.75	1.0	0.9
Bio-medical Waste (C)	0	0	0
Construction and Demolition Waste (D)	0	0.01	0
Battery Waste (E)	0	0	0
Radioactive Waste (F)	0	0	0
Other Hazardous waste (G)	0	0	0
Other Non-hazardous waste generated (H)(Break-up by composition i.e. by materials relevant to the sector)	15	19.7	18
Total (A+B + C + D + E + F + G + H)	**16**	**21.7**	**19.8**

Insurance

We generally maintain insurance covering our machinery and assets at such levels that we believe to be appropriate. We have obtained certain policies such as standard fire and special perils policy, group personal accident insurance policy, Director and Officers liability insurance, etc. The standard fire and special perils policy insures *inter alia* electrical installations, office equipment, computers and accessories, lab equipment, building, plant and machinery, interior decorations, consumables etc. Although, we have taken appropriate insurance cover, there can be no assurance that our insurance policies will be adequate to cover the losses which we may incur dueto the occurrence of an accident or a mishap.

List of Some of the Insurance Policies with period

Sr. No.	Company name	Vehicle Name & Number	Insurance Company name	Policy Number	Policy Period	
					From	To
1	MCESL	Group Health Policy (Mediclaim)	Liberty General Insurance	4211-400301-22-7000302-00-000	January 22, 2024	January 21, 2025
2	MCESL	GPA - Personal Accident - 5 Lacs from 1 Lacs	Liberty General Insurance	4112-400301-22-7000292-00-000	January 22, 2024	January 21, 2025
3	MCESL	GTLI - Life -10 Lacs	Liberty General Insurance	00009334	January 22, 2024	January 21, 2025
4	MCESL	Compact Policy - Company Asset/ Furniture/ Office	Liberty General Insurance	352240030123100000902000	October 14, 2023	October 13, 2024
5	MCESL	Energy Audit Instru. (instruments)	United India Insurance	1610002623P102474759	May 31, 2023	May 30, 2024
6	MCESL	W.C. Policy for Energy Auditors & Evironment Monitoring, Solar site & HO employees	Liberty General Insurance	361140030123100002500000	August 19, 2023	August 18, 2024
7	MCESL	Wind Mill policy (asset insurance)	Magma HDI General Insurance	P0024200006/9999/100095	October 4, 2023	October 3, 2024

8	MCESL	Dhanora & Nathapur (Machinery Breakdown)	ICICI Lombard	5003/308466535/00/000	September 12, 2023	September 11, 2024
		Dhanora & Nathapur (Fire Loss of Profit)	ICICI Lombard	1002/307229154/00/000	September 12, 2023	September 11, 2024
10	MSPL Unit 1	Kini (IAR)	Magma HDI General Insurance	P0124200006/9999/100053	August 22, 2023	August 21, 2024
11	MSPL Unit 2	Kini (Fire Loss of Profit)	ICICI Lombard	1002/304224820/00/000	August 24, 2023	August 23, 2024
		Kini (Fire Policy)	ICICI Lombard	1017/304224665/00/000	August 24, 2023	August 23, 2024
		Kini (Machinery Breakdown)	ICICI Lombard	5003/304652817/00/000	August 24, 2023	August 23, 2024
12	MSPL Unit 3	Kini (Fire Loss of Profit)	ICICI Lombard	1002/304222820/00/000	August 24, 2023	August 23, 2024
		Kini (Fire Policy)	ICICI Lombard	1017/304222635/00/000	August 24, 2023	August 23, 2024
		Kini (Machinery Breakdown)	ICICI Lombard	5003/304660741/00/000	August 24, 2023	August 23, 2024
13	MITCON Sun Power	Asset - Policy for Brahma, Soni Hospital & Huntsman	ICICI Lombard	4008/324583143/00/000	January 05, 2024	January 05, 2025
14	MITCON Solar Alliance	Sonalwadi site	ICICI Lombard	1020/325341024/00/000	January 02, 2024	January 01, 2025
15	Krishna Windfarms	Asset - Policy	ICICI Lombard	1003/303721257/00/000	August 22, 2023	August 21, 2024

Vehicle Insurance Policies

Sr. No.	Company name	Vehicle Name & Number	Insurance Company name	Policy Number	Policy Period	
					From	To
1	MCESL	Innova - MH/12/HZ/2321	Tata AIG	6201641248 00 00	June 21, 2023	June 20, 2024
2	MCESL	Innova - MH/12/JZ/2644	Tata AIG	6201695642 00 00	July 06, 2023	July 5, 2024
3	MCESL	Innova - MH/12/HZ/6830	Royal Sundaram	VPC1767186000100	August 09. 2023	August 08, 2024
4	MCESL	Activa - MH/12/PS/4825	United India-J.M. Road	1610003123P111893707	December 18, 2023	December 17, 2024
5	MCESL	Honda Passion - MH/12/MY/7308	HDFC Egro	2301 2060 3524 0800 000	January 27, 2024	Januray 26, 2025
6	MCESL	MG-EV-MH/12/UW/6112	HDFC Egro	2302 2059 4026 6800 000	December 20, 2023	December 19, 2024

Human Resources-

Our employees are key contributors to our business success. As on April 15, 2024, we have 216 employees including our Executive Directors, who look after our business operations, factory management administrative, secretarial, marketing and accounting functions in accordance with their respective designated goals.

Following is a department wise employee break-up:

Department	Number of Employees
Top management	08
Finance and Accounts	17
HR and Admin	14
Training	42
Secretarial	05
Marketing, Sales and customer service	80
Operations and Maintenance	04
Purchase and stores	02
IT	03
Legal	02
Consultancy	39
Total	**216**

Competition:

In both domestic and international markets, our company contends with competition driven by an array of factors, including globalization, geographical positioning, technological advancements, regulatory landscapes, economic fluctuations, and market dynamics. We recognize that key determinants shaping competition within our industry encompass our accreditation with Government Bodies, client relations, reputation, as well as the comparative quality and pricing of our services. Successful pre-qualification serves as a pivotal step in securing major projects, leveraging our established net worth and track record to pursue numerous opportunities. In pursuit of higher-value contracts, we often forge strategic alliances or joint ventures with esteemed and capable partners.

Our competitive edge is fortified by our cost-efficient and integrated facilities, unwavering commitment to customer satisfaction, reliability, and steadfast dedication to quality.

Seasonality of Business:

Our business operates in banking and financial advisory, skill training, energy projects, etc. The seasonality of our business is shaped by various factors, including solar cycles, banking trends, shifts in skill demand due to government spending, budget allocations, etc. Through vigilant monitoring of market trends, economic indicators, and weather patterns, we can adeptly navigate seasonal variations and seize opportunities for growth.

Quality Control:

We believe that quality and innovations are the bed-rock of success. Towards this end, we stress on and constantly strive to maintain and improve the quality of our products. This focus is reflected in the standard of
our quality systems which have been certified ISO 9001:2015, NSF certifications, green guard certifications, etc.

Technical Collaborations

We do not have any technical collaboration as on the date of this letter of offer.

Marketing:

The overall marketing of our Company's services is team of professional, who is an experienced in marketing and marketing management discipline. Further, the head of each division provides input for enhancing marketing of the services provided by his/her respective team.

The digital marketing team provides services internally to the parent and its subsidiary companies. It manages companies' digital presence on social media networking platforms, ad campaigns for training programs and business divisions.

Generally, we attract customers by word of mouth, through websites, and digital advertisements on platforms such Google, Facebook, Instagram, and LinkedIn. We maintain our website, which is updated regularly, for the purpose of capturing attention of large number of our customers based on the services provided and new areas proposed to be integrated into our Company's business. We have linked our website to social media profiles on Facebook, LinkedIn, Instagram, and Twitter for better publicity.

We ensure that all enquiries coming our way are recorded in CRM and are professionally answered and converted into business.

We also participate in seminars and workshops, which give us a platform to interact with clients and expand our market recognition. We also advertise in leading national daily newspapers and journals like Economic Times and Financial Express.

What are the threats and opportunities to its operations and financial condition that the Company foresees?

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	De-carbonization of Energy, Transportation and Industry	Opportunity	Our services focus on services related to energy transition including energy audit, carbon footprint, renewable energy, biofuels, carbon trading etc	-	Our addressable market will see significant investment in respect of energy transition and thereby positively impacting our revenues/margin
2.	Talent Management and Succession Planning	Risk	Risk that talent is not properly managed, which can lead to our inability to properly attract, retain and develop the best employees and maintain competitive edge in the market. Risk of failure can affect the company's ability to compete in the market and improve the revenues The risk that replacement of ourkey professionals is not adequately planned and leads to loss of skills and knowledge.	• Company's Human Resource Team has developed the metrics and consult with the employees time-to-time to address the issues • Continue to focus on the development of potential successors. • Focus on employee retention through different planned initiatives.	Negative
3.	Climate Change & Environment Footprint	Risk	Extreme weather conditions due to climate change poses a threat to risk of disruption of company's operations and well-being of our employees. This can lead revenue disruptions and eventually risks the growth & profitablity	Company's Management and the Head of the Departments has prepared a plan similar to Business Continuity Plan to ensure the business execution take place systematically with 100% customer satisfaction.	Negative
		Opportunity	MITCON has registered themselves to Science-based Target Initiative (SBTi) aligning to seek opportunity to achieve the Sustainability goals and limit warming to 1.5 degrees	MITCON has taken initiatives such as installation of solar rooftop and utilization of day light for its operations, to reduce the carbon footprint.	Positive

4.	Waste management	Risk	Non-compliance of current & emerging regulations around the circular economy can result to Company's reputation damage	Last year, MITCON has taken several initiative to reduce/replace the printing of papers, plastic cups, & water bottles.	Negative
5.	Health, Safety and Wellbeing	Risk	Risk that events or circumstances resulting in negative physical, mental, nutritional, social or financial wellbeing of our employees could adversely affect MITCON goals.	• Continually invest in employee capability enhancement • Continue to promote mental health and wellbeing for all employees • Ensure all employees have access to wellbeing programs such as care and dignity policy, WFH, flexi-hours etc.	Negative
6.	Environment	Risk	An inadequate approach to managing energy consumption, GHG emissions, climate-related risks and opportunities, water consumption, waste generation and environmental compliance	• Continue incorporating ESG risks into the ERM program. • Develop a supplier engagement plan to support reduction of our scope 3 emissions. • commitment to the Science- Based Targets initiative (SBTi).	Negative
7.	Social: Inclusion & Diversity	Risk	An inadequate approach to managing programs related to employees, potential employees, local communities, and social impact in the supply chain.	• Set targets for the 5% year-over-year increase in the representation of women and underrepresented groups. • Work with internal stakeholders to carry out the first full evaluation of I&D risks.	Negative

Health and Safety:

MITCON emphasizes the importance of providing a safe and healthy working environment for all employees working in premises. MITCON constantly evaluates the health, safety, and environmental performance of all of its locations.

In addition, an employee awareness programme in accordance with ISO 45001:2018 has been implemented. In addition, the safety officer holds monthly safety meetings. Mock drills are also carried out in accordance with the ISO 45001:2018 manual.

Intellectual Property Rights

As on date of this Draft Letter of Offer, our Company have 10 registered trademark, trade name or otherregistrations under the intellectual property rights.

Sr. No.	Date of Issue	Particulars of the Mark	Trade Mark No.	Class of Registration
1.	July 24, 2021	MITCON	5057799	44
2.	July 24, 2021	MITCON	5057794	37
3.	July 24, 2021	MITCON	5057795	40
4.	February 18, 2005	MITCON	1339285	35
5.	June 10, 2013	MITCON e-school	2545884	41
6.	July 24, 2021	MITCON	5057797	41
7.	July 24, 2021	MITCON	5057793	36
8.	November 10, 2015	MITCON School of Computer Hardware & Networking	3096221	41
9.	May 22, 2017	UDYOG PRABODHINI (DEVICE OF HUMAN CARICATURE)	1560398	41
10.	May 22, 2017	UDYOG PRABODHINI (DEVICE OF OTHER LANGUAGE)	1560399	41

Our Immovable Properties

The following are the details of owned and lease hold properties:

a) **Owned property:**

Sr. No.	Particulars of the Property	Usage
1	1st floor, Kubera Chamber, Dr Rajendra Prasad Path, JM Road, Shivajinagar, Pune-411005(plot no. 102, 103 & 104)	Owned and Used
2	1st floor, Kubera Chamber, Dr Rajendra Prasad Path, JM Road, Shivajinagar, Pune-411005(plot no. 107)	Owned and Used
3	Office Premises Nos. 1402/1403 14th Floor, Dalamal Towers, Free Press Journal Marg, 211 Nariman Point, Mumbai - 400 021	Owned and Used
4	Plot No. 125, Shri Ganesh Snehal Apartments, 1st Floor, Beside Sharddhanand Anathalay, South Ambazari Road, Nagpur – 440010	Owned and Used
5	Unit No.15, 2nd Floor, Ratna Business Square, Ashram Road, Opp. H. K. College, Ahmedabad - 380 009	Owned and Used
6	Udyog Bhavan Bldg., Ground Floor, Industrial Area, Shivaji Nagar, Nanded – 431602	Owned and Used
7	5th Floor, Level 6 at No. 605, Prestige Atrium, Central, Street, No.1 and Municipal No. 1 /42, Shivajinagar, Bangalore – 560001	Owned and rented/Partly Used
8	Plot No 3, Sector -25, Vashi, Mumbai-400703	Owned and rented/Partly Used
9	Ramakkalmedu, Survey No. 495, of Karunapuram Village, Udumbanchola Taluka, Idukki District, Kerala	Owned and Used

b) **Some of the Leased property**

Sr. no.	Details of the Deed/Agreement	Particulars of the property,description and area	Tenure/ Term	Usage
1.	Lease Agreement dated September 01, 2006	MIDIC Compound, Agriculture College Campus, Shivajinagar, Pune-411005	33 Years	Business & Training
2.	Lease Agreement dated July 20, 2022	Unit No.305-310, Plot no 9,10 & 11, Vardhaman Trade Centre Nehru palace, south Delhi -110019	2 Years	Business & Training
3.	Lease Agreement dated July 01, 2023	1304, Dev Corpora Eastern Express Highway, Thane-400601	1 Year	Business & Training
4.	Lease Agreement dated July 01, 2023	1305, Dev Corpora Eastern Express Highway, Thane-400601	1 Year	Training Room
5.	Lease Agreement dated July 01, 2023	1306, Dev Corpora Eastern Express Highway, Thane-400601	1 Year	Training Room
6.	Lease Agreement dated October 01, 2022	Vimaco Complex, opp. Govt. Polytechnic ,Gadge nagar, Amravati	2 Years	Training Room

7.	Lease Agreement dated May 01, 2023	A Wing, 7th floor, 701-713 Dynasty business park Andheri Kurla Road, Andheri Mumbai-400059	1 Year	Business & Training
8.	Lease Agreement dated May 01, 2023	A Wing, 7th floor, 701-713 Dynasty business park Andheri Kurla Road, Andheri Mumbai-400059	1 Year	Business & Training
9.	Lease Agreement dated May 01, 2023	A Wing, 7th floor, 701-713 Dynasty business park Andheri Kurla Road, Andheri Mumbai-400059	1 Year	Business & Training
10.	Lease Agreement dated October 04, 2023	Ground floor, Udyog Bhavan, near Government Guest house, Vishrambag, Sangli.	1 Year	Training Room
11.	Lease Agreement dated February 01, 2023#	2nd floor, Winway World Offices, PU4 Plot no B7, Sch.no.54 Vijay Nagar, Indore-452010	1 Year	Training Room
12.	Lease Agreement dated February 20, 2023#	Workhauz, plot no 3 Park house, M I Road, Jaipur Rajasthan-302001	1 Year	Training Room
13.	Lease Agreement dated March 13, 2023#	Cowork Venue, Plot no 766, Saheed Nagar LandMark- Maharshi college road, opp. Chilika Fresh, Bhubaneswar-751007	1 Year	Training Room
14.	Lease Agreement dated April 17, 2023#	No. 148, BBMP No. 170/148, 5th Main Road, Sector - 6, HSR Layout, Bangalore 560102	1 Year	Office use
15.	Lease Agreement dated May 07, 2023#	Cowork Venue, Plot no 9, Slice 6, Scheme 78 Viyan nagar, Near Transform Gym, Main road Indore-452010	1 Year	Training room
16.	Lease Agreement dated July 01, 2023	Bafana Complex, Office No. 1 & 6,Plot No. 51, Revenue Colony, Pune-Nagar Road, Shirur, Pune – 412210	5 Years	Training room
17.	Lease Agreement dated July 01, 2023	Bafana Complex, Office No. 1 & 6,Plot No. 51, Revenue Colony, Pune-Nagar Road, Shirur, Pune – 412210	5 Years	Training room
18.	Lease Agreement dated August 16, 2023	Block-15, plot no. 17/2, ground floor, gore parisar, civil station ward, Raipur, Chhattisgarh,492001	1 Year	Training Room
19.	Lease Agreement dated July 01, 2023	Kalakunj Art Studio, Kalakunj Nivas Samta Chowk, Madhav Nagar, Waghapur Road,Tal & Dist. Yeotmal	1 Year	Training Room
20.	Lease Agreement dated July 01, 2023	C/o Synergy Infotech, Behind Income Tax Office,Ausa Road, Latur – 413531	1 Year	Training Room
21.	Lease Agreement dated September 01, 2023	Institute of Management Studies, Career Development and Research, IMS Main Building, Ahmednagar	1 Year	Training Room
22.	Lease Agreement dated December 01, 2023	Mezzanine floor, I-Tag Plaza, ABC, GS Road Guwahati 781005,Assam	1 Year	Training Room
23.	Lease Agreement dated August 01, 2023	"Principal JDMVP's Arts Commerce College Near District Court, Jalgaon – 425001"	1 Year	Training Room
24.	Lease Agreement dated October 09, 2023	S G Balekundri Institute of Technology, Shivabasav Nagar, Belagavi – 590010	1 Year	Training Room
25.	Lease Agreement dated October 09, 2023	New Building, Mohammad Pur Khatri Police Chowky, Kalyanpur, Lucknow – 226022	1 Year	Training Room
26.	Lease Agreement dated October 01, 2023	The Institution of Engineers (India),Railway Station Road, Osmanpura, Chh.Sambhaji Nagar – 431005	1 Year	Training Room

For risks relating to the same, please refer to risk factor no. 14. **"*14. Apart from owned premises, we also operate from premises which are on leave and licence basis. The leave and licence agreements of few of the premises have expired and are under the process of renewal. In the event of termination or non-renewal of the leases, our business may be affected*"** in the chapter titled "*Risk Factors*" on page 19 of this Draft Letter of Offer.

#The Lease agreement for the marked premises are under the process of renewal

OUR MANAGEMENT

The composition of the Board is governed by the provisions of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles of Association.

Our Articles of Association requires us to have not less than three and not more than fifteen Directors. As on date of filing of this Draft Letter of Offer, we have seven (7) Directors on our Board, comprising of one (1) executive director, three (3) non-executive directors, three (3) independent directors including one (1) woman director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

BOARD OF DIRECTORS

The following table provides details regarding the Board of Directors of our Company as of the date of this Draft Letter of Offer:

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
1.	**Anand Suryakant Chalwade** ***Address:*** C-802, Dara Enclave, AWHO Plot No. 6, Sector 9, Nerul, Navi Mumbai - 400706, Maharashtra, India ***DIN:*** 02008372 ***Date of Birth:*** 16th April, 1973 ***Age:*** 51 years ***Term:*** From 1st July, 2021 till 30th June 2026 ***Period of Directorship:*** Since 19th September, 2018 ***Occupation:*** Service	Managing Director	• Florem Multiventures Private Limited; • Areion Assets Management Private Limited; • Shrikhande Consultants Limited;
2.	**Ajay Arjunlal Agarwal** ***Address:*** 47, Sagar Darshan, Bhulabhai Desai Road, Mumbai 400026, Maharashtra, India ***DIN:*** 00200167 ***Date of Birth:*** 13th November, 1961 ***Age:*** 62 years ***Term:*** From 19th September, 2018 and liable to retire by rotation ***Period of Directorship:*** Since 19th September, 2018 ***Occupation:*** Business	Non-executive Director	• MITCON Impact Asset Management Private Limited; • Fundsguide India Private Limited;
3.	**Dr. Pradeep Bavadekar** ***Address:*** "Raghukul", 3, Vikram Shila Housing Society, Panchavati, Pashan, Pune –	Non-Executive Director	NIL

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
	411008 ***DIN:*** 00879747 ***Date of Birth:*** 2nd August, 1956 ***Age:*** 68 years ***Term:*** From 1st July 2021 liable to retire by rotation ***Period of Directorship:*** Since 23rd June, 1995 ***Occupation:*** Professional		
4.	**Sudarshan Mohatta** ***Address:*** 23, 4B, Kalpataru Estate, Poonam Nagar, Andheri East, Mumbai 400093 ***DIN:*** 07902731 ***Date of Birth:*** 19th January, 1972 ***Age:*** 52 years ***Term:*** From 26th May , 2022 liable to retire by rotation. ***Period of Directorship:*** Since 26th May, 2022 ***Occupation:*** Professional	Non-Executive Director	• Alterstep Ventures Private Limited • Alterstep Technologies Private Limited • Beesley Consultancy Private Limited
5.	**Archana Girish Lakhe** ***Address:*** Flat no. 5, Akshay Residency, Plot No. 50, Anand Park, Aundh, Pune 411007 ***DIN:*** 07079209 ***Date of Birth:*** 30th May, 1964 ***Age:*** 60 years ***Term:*** From February 05, 2020 till February 05, 2025. ***Period of Directorship:*** Since February 05, 2015 ***Occupation:*** Professional	Independent Director	• MITCON Credentia Trusteeship Services Limited; • Shrikhande Consultants Limited;
6.	**Sanjay Ballal Phadke** ***Address:*** 301, 3rd Floor, Diamond Baby Society, CTS – 5598 D, Off CST Road, Kalina, Santacruz East, Mumbai 400098 ***DIN:*** 07111186	Independent Director	• Thincr Technologies India Private Limited • Virtual Sense Global Technologies Private Limited • Krishna Windfarms Developers Private Limied

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
	Date of Birth: 15th April, 1973 ***Age:*** 51 years ***Term:*** From September 19, 2023 till September 18, 2028 ***Period of Directorship:*** Since September 19, 2018 ***Occupation:*** Professional		
7.	**Gayatri Chaitanya Chintapalli** ***Address:*** Flat No. 2502, Block C, My Home Bhooja, Raidurgam, Gachibowli, Dist. Ranga Reddy, Telangana 500032 ***DIN:*** 07986772 ***Date of Birth:*** 10th August,1960 ***Age:*** 63 years ***Term:*** From 20th October, 2021 till 20th October, 2024 ***Period of Directorship:*** Since 20th October, 2021 ***Occupation:*** Professional	Independent Director	• GVPR Engineers Limited • Ikshu Farms Private Limited

Confirmations

1. Neither our Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

2. None of the Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.

3. None of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the ten years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.

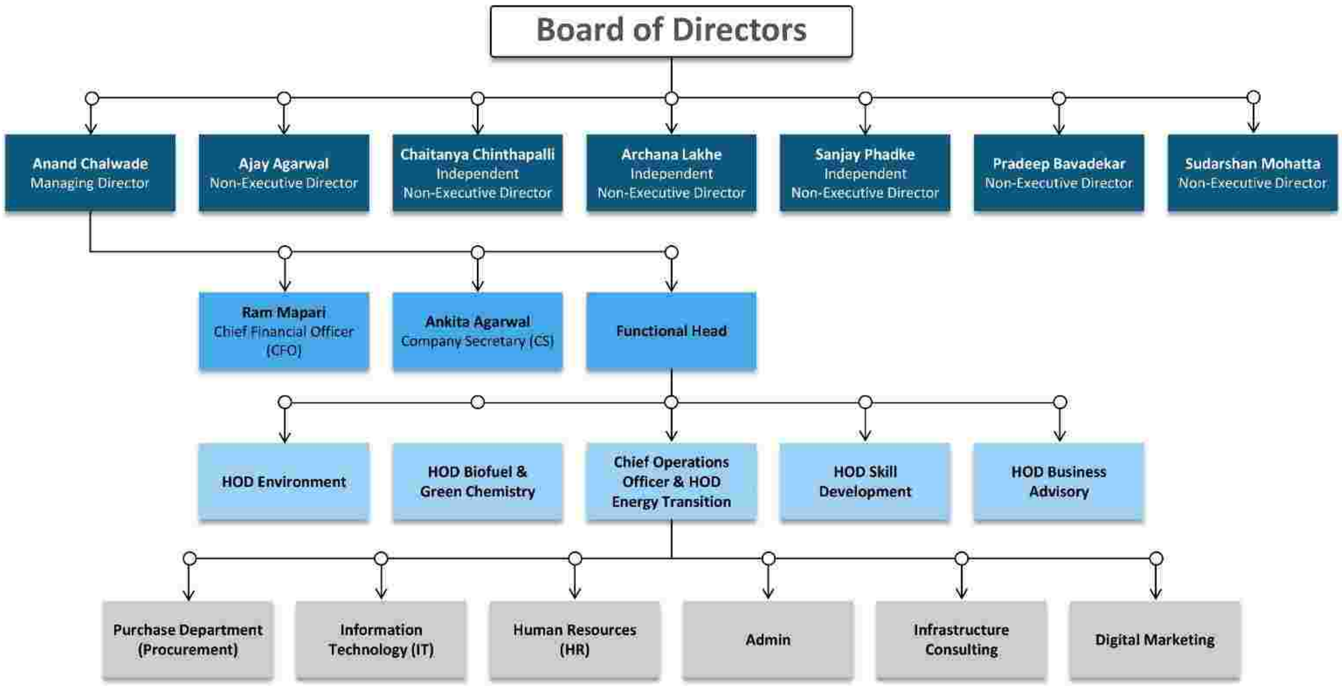
4. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

5. None of our Directors have been identified as a wilful defaulter or fraudulent borrower, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

Details of Key Managerial Personnel and Senior Management

No.	Name of KMP/ SMP	Designation	Date of Joining
Key Managerial Personnel			
1.	Anand Chalwade	Managing Director	September 19, 2018
2.	Ankita Agarwal	Company Secretary & Compliance Officer	September 19, 2018
3.	Ram Mapari	Chief Financial Officer	May 30, 2014
Senior Managerial Personnel			
1.	Mr. Harshad Joshi	Chief Operations officer	November 01, 2021
2.	Dr. Sandeep Jadhav	President Environment Management and Engineering Division	February 02, 2015
3.	Mr. Chandrashekhar Bhosale	President Entrepreneurship Training	April 01, 2004
4.	Mr. Nalin Shah	President Green Power and Conservation Division	May 02, 2014
5.	Mr. Pankaj Deshmukh	President Banking and Financial Advisory	May 02, 2014

Management Organisation Structure:



DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited, capital expenditure, profitable growth, cash flow and liquidity position, accumulated reserves, earnings stability, etc. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. Our Company has not declared any dividend in last two financials years and has also not declared any interim dividend during the nine-month period ended December 31, 2023.

The amount paid as dividends in the past is not necessarily indicative of our dividend distribution policy or dividend amount, if any, in the future and there is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, see "***Risk Factors – Our Company has not paid any dividends in the past two years and we may not be able to pay dividends in the future***." on page 19.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

J SINGH & ASSOCIATES (Regd.)
CHARTERED ACCOUNTANTS

505/506/507, HUBTOWN Viva, Shankar wadi,
Western express Highway,
Between Andheri & Jogeshwari (East),
Mumbai - 400 060.
Tel : 022-66994618 I 66994619 I 28361081
Fax : 91-22-6699 4617 Web : cajsingh.com
Email : ca_jsingh@rediffmail.com
mumbai@cajsingh.com

Independent Auditor's Report

To the Members of
MITCON Consultancy & Engineering Services Limited

Report on the Audit of Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **MITCON Consultancy & Engineering Services Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and jointly controlled company which comprise the Consolidated Balance Sheet as at 31st March, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries referred to in Other Matters Paragraph below, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31st March, 2023, its consolidated profit, total consolidated comprehensive income and its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group, its associate and jointly controlled company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matter

a) The Consolidated financial statements of the Group includes a step down Company namely MITCON Solar Alliance Limited being considered as subsidiary for the purpose of consolidation of financial statements during the year as defined in the Companies (Indian Accounting Standards) Rules, 2015. Thus, the same has been included in the note no. 55 of the consolidated financial statements.

b) In Note no. 58 of the consolidated financial statements a subsidiary Company namely MITCON Credentia Trusteeship Services Limited (Transferee Company) has approved the scheme of amalgamation with Credentia Trusteeship Services Private Limited (Transferor Company) at its Board Meeting dated 04.01.2022 and has filed an application before the Honorable National Company Law Tribunal (NCLT) on 23rd February, 2022 and the approval is awaited. The necessary entries will be passed in the books of accounts in the year of receipt of order of the Honorable National Company Law Tribunal (NCLT).

Our opinion is not modified in respect of the above matters.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors are responsible for the other information. The other information included in the Annual Report comprises the Board's Report, Corporate Governance Report, including Annexures to Board's Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report. Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income and consolidated cash flows and consolidated changes in equity of the Group, its associate and jointly controlled company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group its associate and jointly controlled company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group, its associate and jointly controlled company are responsible for assessing the ability of the Group, its associate and jointly controlled company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group, its associate and jointly controlled company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group, its associate and jointly controlled company.

Auditors' Responsibilities for the Audit of the consolidated financial statements:

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group, its associate and jointly controlled company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of the accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, its associate and jointly controlled company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its associate and jointly controlled company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and the content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, its associate and jointly controlled company to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company included in the consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance of the Holding Company with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements of a subsidiary company whose financial statements reflect total assets of INR 3765.36 lakhs (INR 2953.20 lakhs), total revenue of INR 2945.49 lakhs (INR 1866.68 lakhs), total net profit after tax of INR 50.61 lakhs (INR 87.03 lakhs) and net cash outflows amounting to INR -8.76 lakhs (INR -87.99 lakhs) for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements in so far as it relates to the amounts and disclosures included in respect of the a subsidiary company and our report in terms of sub-sections (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiary company is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements:

1. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements to which reporting under CARO is applicable, as provided to us by the Management of the Holding Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.

2. As required by section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the report of other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the Consolidated Financial Statements.

(d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of written representations received from the directors of the Holding Company as on 31st March, 2023, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, none of the directors of the Group Companies is disqualified as on 31st March, 2023, from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the Holding Company, its subsidiaries, associate and jointly controlled company, and the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company, its subsidiaries, associates and jointly controlled companies to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position vide Note No. 40 in its consolidated financial statements.

ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

iv. a. The respective Managements of the Group whose consolidated Ind AS financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b. The respective Managements of the Group whose consolidated Ind AS financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, as disclosed in the

CA S. P. DIXIT
M. No. 041179

notes to accounts, no funds have been received by the Group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose consolidated Ind AS financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (h) (iv) (A) and (B) above, contain any material misstatement.

d. The company has not declared or paid any dividend during the year.

e. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Holding company, its subsidiaries, its associates and jointly controlled company w.e.f. 1st April, 2023, and accordingly, reporting under Rule 11 (g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For **J Singh & Associates**
Chartered Accountants
(Firm Reg. No. 110266W)

SPDixit

J Singh & Associates Chartered Accountants FRN-110266W
CA S. P. DIXIT
M. No. 041179

CA. S. P. Dixit
(Partner)
(Membership No: 041179)
UDIN: 23041179BGSRNQ8761
Place: Pune
Dated: 17th May, 2023.

Annexure "A" to the Independent Auditors' Report

The Annexure referred to in paragraph (2)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of **MITCON Consultancy & Engineering Services Limited** ("the Holding Company") and its subsidiaries, associate and jointly controlled company incorporated in India as of 31st March, 2023 in conjunction with our audit of the consolidated financial statements of the Group, its associate and jointly controlled company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiaries, associate and jointly controlled company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group, its associate and jointly controlled company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Holding Company and its subsidiaries, associate and jointly controlled company which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiaries which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiaries, its associate and jointly controlled company which are incorporated in India.

CA S. P. DIXIT

7

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the reports of the other auditors referred to in Other matters paragraph below, the Holding Company and its subsidiaries, its associate and jointly controlled company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the criteria for internal financial controls over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to a subsidiary company which is a company incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of the above matters.

For **J Singh & Associates**
Chartered Accountants
(Firm Reg. No. 110266W)

SPDixit

J. SINGH & ASSOCIATES CA S. P. DIXIT M. No. 041179 Chartered Accountants FRN 110266W

CA. S. P. Dixit
(Partner)
(Membership No: 041179)
UDIN: 23041179BGSRNQ8761
Place: Pune
Dated: 17th May, 2023.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
Ind AS Consolidated Financial Statements
for the year ended 31 March, 2023

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Consolidated Balance Sheet As at 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

Particular	Notes	As at 31 March, 2023	As at 31 March, 2022
ASSETS			
NON-CURRENT ASSETS			
(a) Property, plant and equipment	3a	11,689.76	10,452.69
(b) Capital work-in-progress	3b	63.27	120.00
(c) Right-of-use assets	4	648.13	568.89
(d) Other Intangible assets	5a	81.03	275.30
(e) Goodwill on consolidation	5b	503.96	503.96
(f) Intangible asset under development	5c	4.50	1.50
(g) Financial assets			
(i) Investments	6	2,957.59	784.85
(ii) Loans	7	-	0.24
(iii) Other financial assets	8	1,188.23	710.51
(h) Deferred tax assets (net)	9	417.85	365.93
(i) Other non-current assets	10	272.58	164.52
TOTAL NON-CURRENT ASSETS		17,826.90	13,948.39
CURRENT ASSETS			
(a) Inventories	11	179.10	332.52
(b) Financial assets			
(i) Investments		-	-
(ii) Trade receivables	12	4,288.95	3,638.69
(iii) Cash and cash equivalents	13a	1,573.08	639.01
(iv) Bank balances other than cash and cash equivalents above	13b	296.01	-
(v) Loans		-	-
(vi) Other financial assets	14	4.43	145.15
(c) Current tax assets (net)	15	440.12	546.10
(d) Assets held for sale		-	-
(e) Other current assets	16	161.12	2,436.18
TOTAL CURRENT ASSETS		6,942.81	7,737.65
TOTAL ASSETS		24,769.71	21,686.04
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	17	1,342.15	1,342.15
(b) Other equity	18	8,831.80	7,955.77
Equity attributable to shareholders of Parent Company		10,173.95	9,297.92
Non-Controlling Interest		1,157.29	913.85
Total Equity		11,331.24	10,211.77
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	19	9,109.58	6,836.12
(ii) Lease liabilities	20	737.54	605.41
(iii) Other financial liabilities	21	194.43	89.84
(b) Other non-current liabilities			
(c) Deferred tax liabilities (net)	22	-	192.84
(d) Provisions	23	182.50	59.40
TOTAL NON-CURRENT LIABILITIES		10,224.05	7,783.61
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	24	563.46	469.94
(ii) Current maturities of long-term borrowings	25	1,058.32	892.47
(iii) Trade and other payables	26		
(a) Total outstanding dues of micro and small enterprises		153.78	10.42
(b) Total outstanding dues of Creditors other than micro and small enterprises		443.49	1,748.86
(iv) Lease liabilities	27	-	11.94
(v) Other Financial liabilities	28	357.00	300.61
(b) Other Current Liabilities	29	159.90	132.30
(c) Provisions	30	478.47	124.12
TOTAL CURRENT LIABILITIES		3,214.42	3,690.66
TOTAL LIABILITIES		13,438.47	11,474.27
TOTAL EQUITY AND LIABILITIES		24,769.71	21,686.04

Significant accounting policies 2
The accompanying notes form an integral part of the Consolidated Financial Statements. 1-61

As per our attached report of even date

For J Singh & Associates
Chartered Accountants
Firm's Registration No: 110266W

SPDixit

CA S P Dixit
(Partner)
Membership No.: 041179

J. SINGH & ASSOCIATES
CA S. P. DIXIT
M. No. 041179
Chartered Accountants FRN-110266W

Place: Pune
Date : 17th May 2023
UDIN : 23041179BGSRNQ8761

For and on behalf of Board of Directors of
MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

AJAY ARJUNLAL AGARWAL
Chairman
DIN No.00200167

RAM DHONDIBA MAPARI
Chief Financial Officer
PAN: AAXPM5902E

Place: Pune
Date: 17th May 2023

ANAND SURYAKANT CHALWADE
Managing Director
DIN No. 02008372

ANKITA AGARWAL
Company Secretary
Membership No. A49634

Place: Pune
Date : 17th May 2023

3

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Consolidated Statement of Profit and Loss for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

Particular	Notes	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Income			
Revenue from operations	31	8,365.16	10,650.32
Other income	32	210.20	125.62
Total Income		**8,575.36**	**10,775.94**
Expenses			
Operating Costs	33	2,965.85	6,063.10
Changes in inventories	34	(64.89)	(28.02)
Employee benefit expense	35	2,485.14	1,835.01
Finance costs	36	957.56	837.69
Depreciation and amortisation expenses	37	606.24	532.30
Other expenses	38	1,392.35	1,156.88
Total expenses		**8,342.25**	**10,396.96**
Profit / (Loss) before tax		**233.11**	**378.98**
Tax expense	39		
Current Tax		243.16	120.93
Deferred tax		(404.98)	108.33
Tax expenses in respect of earlier period		15.27	-
Profit / (Loss) for the year		**379.66**	**149.72**
Share of Profit / (Loss) in associates (Post Tax)		59.58	-
Other comprehensive income (OCI)		**460.29**	**291.22**
A. Other comprehensive income not to be reclassified to profit or loss in subsequent periods:		**460.29**	**291.22**
Re-measurement (losses)/gains on defined benefit plans		(3.09)	77.63
Income tax effect on above		0.80	(20.18)
Deferred tax Expenses on OCI		-	-
Gain/(Loss) on Other Instruments		95.10	-
Tax on Gain/(Loss) on Other Instruments		(24.73)	-
Equity instruments classified at Fair Value through Other comprehensive income		530.02	315.92
Income tax effect on above		(137.81)	(82.15)
Total other comprehensive income for the year, net of tax		**899.53**	**440.94**
Profit attributable to :			
Equity shareholders of Parent Company		422.80	106.31
Non-Controlling Interest		16.44	43.41
Other Comprehensive Income to :			
Equity shareholders of Parent Company		458.49	291.19
Non-Controlling Interest		1.80	0.03
Total Comprehensive Income to :			
Equity shareholders of Parent Company		881.29	397.50
Non-Controlling Interest		18.24	43.44
Earnings per equity share: [nominal value per share INR 10/- (31 March 2022: INR 10/-)]	42		
Basic (In INR)		3.27	1.12
Diluted (In INR)		**3.27**	**1.12**

Significant accounting policies 2
The accompanying notes form an integral part of the Consolidated Financial Statements. 1 - 61

As per our attached report of even date

For J Singh & Associates
Chartered Accountants
Firm's Registration No: 110266W

SPDixit

CA S P Dixit
(Partner)
Membership No.:041179

J. SINGH & ASSOCIATES Chartered Accountants FRN-110266W
CA S. P. DIXIT
M. No. 041179

Place: Pune
Date : 17th May 2023
UDIN : 23041179BGSRNQ8761

For and on behalf of Board of Directors of
MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

AJAY ARJUNLAL AGARWAL
Chairman
DIN No.00200167

ANAND SURYAKANT CHALWADE
Managing Director
DIN No. 02008372

RAM DHONDIBA MAPARI
Chief Financial Officer
PAN: AAXPM5902E

ANKITA AGARWAL
Company Secretary
Membership No. A49634

Place: Pune
Date: 17th May 2023

Place: Pune
Date : 17th May 2023

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Consolidated Statement of Cash Flow for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

	Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
A	**Cash flows from operating activities**		
	Profit / (Loss) before tax	233.11	378.98
	Adjustments for:		
	Depreciation	559.75	479.04
	Amortisation	46.49	53.26
	Loss on disposal of assets & Others	(27.14)	1.56
	Bad debts and irrecoverable balances written off	58.57	100.96
	(Gain) / Loss on sale of investment	(45.51)	
	Provision for doubtful debts and advances (net)	-	-
	Net unrealised exchange (gain)	-	-
	Finance cost	957.56	828.96
	Financial guarantee income	-	(13.49)
	Net gain on financial instruments at fair value	-	-
	Provisions no longer required written back	-	-
	Gain on deferral received in lease payments	-	-
	Gain on waiver received on lease payments	-	-
	Interest income		
	- On bank deposits	(25.91)	(23.93)
	- On Intercorporate loans and advances	-	(2.58)
	- On Debentures	0.15	(75.76)
	- On others	(41.86)	(68.40)
	- On Income Tax Refund	(0.01)	(3.31)
	- On Security Deposit	(11.43)	(2.25)
	Operating profit before working capital changes	1,703.77	1,653.04
	Working capital adjustments:		
	(Increase)/ Decrease in financial assets-Non current loans	0.24	698.79
	(Increase)/ Decrease in financial assets-current loans	-	318.10
	(Increase)/ Decrease in financial assets- other current assets	141.46	(137.36)
	(Increase)/ Decrease in financial assets- other non current assets	(477.72)	(700.36)
	(Increase)/ Decrease in inventories	153.42	(145.94)
	(Increase)/ Decrease in trade receivables	(708.83)	(348.61)
	(Increase)/ Decrease in Asset held for sale	-	(110.74)
	(Increase)/ Decrease in Other Financial liabilities	160.97	(81.54)
	(Increase)/ Decrease in other assets	2,166.97	(2,146.63)
	Increase/ (Decrease) in provisions	477.43	(136.19)
	Increase/ (Decrease) in trade and other payables	(1,162.01)	820.72
	Increase/ (Decrease) in other current liabilities	27.60	32.01
	Cash (used in)/generated from operations	2,483.30	(284.71)
	Direct taxes paid	491.78	55.58
	Net cash (used in)/from operating activities	2,975.08	(229.13)
B	**Cash flows from investing activities**		
	Expenditure on acquisition of Property, Plant & Equipment	(1,647.41)	(1,483.92)
	Purchases of investment	(2,067.65)	(149.91)
	Investment in fixed deposits	-	1,055.11
	Interest income	78.49	105.80
	Non-controlling Interest	255.69	
	Net cash (used in)/from investing activities	(3,380.88)	(472.92)

J. SINGH & ASSOCIATES
CA S. P. DIXIT
M. No. 041179
Chartered Accountants FRN-110266W

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Consolidated Statement of Cash Flow for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

C	**Cash flows from financing activities**		
	Interest expenses (finance cost)	(904.75)	(769.72)
	Loan raised / Repayment of borrowing (Net)	2,532.83	496.18
	Final dividend paid on shares	-	(26.84)
	Proceeds from issue of equity shares	-	-
	Proceeds from issue of instruments entirely in nature of equity	-	-
	Share issue expenses	-	-
	Repayment of lease liability	67.38	(69.86)
	Share of profit in associates	(59.58)	
	Net cash (used in)/from financing activities	1,635.88	(370.24)
	Net (decrease)/ Increase in cash and cash equivalent (A+B+C)	1,230.08	(1,072.29)
	Opening Cash and Cash equivalents	639.01	1,711.30
	Closing Cash and Cash equivalents	1,869.09	639.01

Note:

1. Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015

2. **Cash and cash equivalents included in the Statement of Cash Flows comprise the following:**

Particulars	**As at 31 March, 2023**	**As at 31 March, 2022**
Balance with Bank	1,558.07	358.82
Cash on hand	15.01	8.01
Cheques, drafts on hand	-	-
Deposits with original maturity of less than three months	-	272.18
Deposits with original maturity of more than three months but less than twelve months	296.01	
Total	**1,869.09**	**639.01**

As per our attached report of even date

For J Singh & Associates
Chartered Accountants
Firm's Registration No: 110266W

SPDixit

CA S P Dixit
(Partner)
Membership No.: 041179

J. SINGH & ASSOCIATES * Chartered Accountants FRN-110266W * CA S. P. DIXIT M. No. 041179

Place: Pune
Date : 17th May 2023
UDIN : 23041179BGSRNQ8761

For and on behalf of Board of Directors of
MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

AJAY ARJUNLAL AGARWAL
Chairman
DIN No.00200167

ANAND SURYAKANT CHALWADE
Managing Director
DIN No.02008372

RAM DHONDIBA MAPARI
Chief Financial Officer
PAN: AAXPM5902E

ANKITA AGARWAL
Company Secretary
Membership No. A49634

Place: Pune
Date: 17th May 2023

Place: Pune
Date : 17th May 2023

6

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Consolidated Statement of changes in Equity for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

A. Equity share capital (Refer Note 17)

Equity Shares of INR 10 each issued, subscribed and fully paid	Number of shares	Amount
As at 31 March, 2021	13,421,526	1,342.15
Changes in Equity Share Capital due to prior period errors	-	-
As at 31 March, 2022	**13,421,526**	**1,342.15**
Changes in Equity Share Capital during the year	-	-
As at 31 March, 2023	**13,421,526**	**1,342.15**

B. Other equity (Refer Note 18)

Particulars	Grant received from Government	Reserves and Surplus			Items of OCI	Total other equity
		Securities Premium	General Reserve	Retained Earnings	FVOCI reserve	
As at 31 March, 2021	**2.28**	**2,290.62**	**912.76**	**4,341.53**	-	7,547.19
Profit/(Loss) for the year	-	-	27.08	149.72	-	176.80
Other comprehensive income for the year	-	-	-	291.22	-	291.22
Total Comprehensive income for the year	-	-	**27.08**	**440.94**	-	**468.02**
Final dividend & tax thereon for year ended 31 March 2021	-	-	-	(26.84)	-	(26.84)
Tax on Final dividend for the year ended 31 March 2021	-	-	-	-	-	-
Transferred to other reserve	-	-	-	(27.08)	-	(27.08)
Depreciation for the year	(2.06)	-	-	-	-	(2.06)
Other Adjustments	-	-	-	(3.46)	-	(3.46)
Utilised/transferred during the year	-	-	-	-	-	-
As at 31 March, 2022	**0.22**	**2,290.62**	**939.84**	**4,725.09**	-	7,955.77
Preference shares issued during the year						
Profit/(Loss) for the year	-	-	-	379.66	-	379.66
Share of Profit in associates				59.58		59.58
Other comprehensive income for the year	-	-	-	460.29	-	460.29
Total Comprehensive income for the year	-	-	-	**899.53**	-	899.53
Share of Profit transfer to NCI				(14.65)		(14.65)
Previous year tax adjustments				(12.75)		(12.75)
Final dividend & tax thereon for year ended 31 March 2022	-	-	-	-	-	-
Transferred to other reserve	-	-	-	-	-	-
Depreciation for the year	(0.21)	-	-	-	-	(0.21)
Other Adjustments	-	-	-	4.14	-	4.14
As at 31 March, 2023	**0.01**	**2,290.62**	**939.84**	**5,601.36**	-	**8,831.80**

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Consolidated Statement of changes in Equity for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

Significant accounting policies	2
The accompanying notes form an integral part of the Consolidated Financial Statements.	1 - 61

As per our attached report of even date

For J Singh & Associates
Chartered Accountants
Firm's Registration No: 110266W

J. SINGH & ASSOCIATES * Chartered Accountants FRN-110266W * CA S. P. DIXIT M. No. 041179

CA S P Dixit
(Partner)
Membership No.: 041179
Place: Pune
Date : 17th May 2023
UDIN : 23041179BGSRNQ8761

For and on behalf of Board of Directors of
MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

AJAY ARJUNLAL AGARWAL
Chairman
DIN No.00200167

ANAND SURYAKANT CHALWADE
Managing Director
DIN No.02008372

RAM DHONDIBA MAPARI
Chief Financial Officer
PAN: AAXPM5902E
Place: Pune
Date: 17th May 2023

ANKITA AGARWAL
Company Secretary
Membership No. A49634
Place: Pune
Date : 17th May 2023

1. Group Overview

MITCON Consultancy & Engineering Services Limited, incorporated on 16th April, 1982, is engaged into the business of Consultancy and training services. The Company is a limited company and is incorporated under the provisions of Companies Act applicable in India. The Company's Registered Office and Works are located at 1st Floor, Kubera Chambers, J M Road extension, Shivajinagar, Pune 411005 and having offices at other locations in India. The Company listed on NSEs Capital Market Segment CMS (Main Board) of National Stock Exchange of India. The Consolidated Financial Statement comprises the financial statement of the Parent and its subsidiaries (the Parent and its subsidiaries together refer to as "The Group")

Group Companies included for Consolidation -

List of subsidiaries / Jointly Controlled Companies / Associate included in consolidation and the parent company's shareholding are as under:

Name	Country of Incorporation	% Holding
1 Krishna Windfarms Developers Private Limited (KWDPL)	India	100%
2 MITCON Credentia Trusteeship Services Limited (MCTSL) (formerly known as MITCON Trusteeship Services Limited)	India	45.00%
3 MITCON Advisory Services Private Limited	India	100%
4 Shrikhande Consultants Limited (formerly known as Shrikhande Consultants Private Limited)	India	51.00%
5 MITCON Envirotech Limited	India	100%
6 MITCON Biofuel & Green Chemistry Private Limited.	India	100%
7 MITCON Nature Based Solution Limited	India	50.00%
8 MITCON Sun Power Limited (MSPL)	India	100%
Step down subsidiaries through MSPL		
9 MITCON Solar Alliance Limited (MSAL)	India	46.56%
10 MSPL Unit 1 Limited	India	74.00%
11 MSPL Unit 2 Private Limited	India	100%
12 MSPL Unit 3 Private Limited	India	100%
13 MITCON Impact Asset Management Private Limited	India	100%
14 MITCON Rooftop Solar Private Limited	India	100%

Company details

The Consolidated financial statements were authorised for issue in accordance with the resolution passed at the meeting of the Board of Directors of the Company on 17th May, 2023.

2 SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS.
SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of Consolidated Financial Statements

These financial statements are the consolidated financial statements of the Company, prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other provisions of the Act. The Ministry of Corporate Affairs (MCA) through a notification, amended Schedule III of the Companies Act, 2013.The Company has evaluated the effect of the amendments on its consolidated financial statements and complied with the same .

The consolidated financial statements have been prepared and presented on the historical cost convention, on the accrual basis of accounting, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy Note '2.3 (e)' of summary of significant accounting policies regarding financial instruments). The accounting policies have been applied consistently over all the periods presented in these Consolidated financial statements.

The Consolidated financial statements are presented in INR in lakhs and all values are rounded to the nearest thousand, except when otherwise indicated.

Basis of Consolidation

The Consolidated Financial Statements comprise the financial statements of the Parent Company ('the Company') and its subsidiaries. Control is achieved when the Company has:

Power over the investee,

Is exposed or has rights to variable returns from its involvement with the investee, and

Has the ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

The contractual arrangement with the other vote holders of the investee,

Rights arising from other contractual arrangements,

The Company's voting rights and potential voting rights,

The size of the Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the Consolidated Financial Statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on 31st March. When the end of the reporting period of the Parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Parent to enable the Parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12, Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the Company and to the non controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.2 Use of estimates

The preparation of consolidated financial statements in conformity with Indian Accounting Standards (IND AS) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the Consolidated financial statements and reported amounts of revenues and expenses during the year. Application of accounting estimates involving complex and subjective judgements and the use of assumptions in these Consolidated financial statements have been disclosed. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates are reflected in the Consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to Consolidated financial statements.

2.3 Summary of significant accounting policies

a) Revenue recognition

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow.

For contracts with multiple performance obligations, transaction price is allocated to different obligations based on their standalone selling price. In such case, revenue recognition criteria are applied for each performance obligation separately, in order to reflect the substance of the transaction and revenue is recognised separately for each obligation as and when the recognition criteria for the component is fulfilled. For contracts that permit the customer to return, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The rates applied are the ones agreed with customers or estimated by the management based on the latest terms of the agreement or latest negotiation with customers and other industry considerations as appropriate. Due to the large variety and complexity of contractual terms, as well as ongoing negotiations with customers, significant judgments are required to estimate the rates applied, interpretation of terms of agreement and certainty of realisation, measurement of billed services and timing of services. If the contracted services are not delivered then penal clauses in the said agreement are invoked by the customers, which will have an impact on the accuracy of revenue recognised in the current year and accrued as at year end.

Sale of products

Revenue from sale of products is recognised when the Company transfers all significant risks and rewards of ownership to the buyer, while the Company retains neither continuing managerial involvement nor effective control over the products sold.

Revenue from Solar energy generation is recognised based on net units generated and transmitted.

Sale of services

Revenue from services is recognised when the stage of completion can be measured reliably. Stage of completion is measured by the services performed till Balance Sheet date as a percentage of total services contracted.

Other income

Other income comprises of interest income, rental income, fair value gain on mutual funds.

Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example ,prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Rental Income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms and is included in other income in the statement of profit or loss.

Dividend Income

Revenue is recognised when the Company's right to receive the payment is established.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration or is due from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

b) **Government grants and subsidies**

Government grants in the nature of promoters' contribution are credited to Capital Grants under Reserves and Surplus and treated as a part of shareholders' funds. Utilisation thereof is as per covenants of grants received.

Such grants are reduced to the extent of utilisation thereof and depreciation charged and loss on sale or discard of property, plant and equipment purchased there from .Balance remaining in the Grant after completion of its intended purpose, is transferred to General Reserve. (Grant repayable on Demand shown as current liability)

c) **Business combinations**

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. Contingent consideration (earn out) is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in the Statement of Profit and Loss. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognised in accordance with the requirements of Ind AS 12, Income Taxes and Ind AS 19, Employee Benefits, respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the Company after assessing fair value of all identified assets and liabilities, record the difference as a gain in other comprehensive income and accumulate the gain in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Statement of Profit and Loss in the period in which they are incurred.

In case of business combinations involving entities under common control, the above policy does not apply. Business combinations involving entities under common control are accounted for using the pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of transferor entity or business is recognised as capital reserve under equity.

d) **Goodwill**

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed, measured in accordance with Ind AS 103, Business Combinations.

Goodwill is considered to have indefinite useful life and hence is not subject to amortisation but tested for impairment at least annually. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination, is from the acquisition date, allocated to each of the Group's cash generating units (CGUs) that are expected to benefit from the combination.

A CGU is the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or Group of assets. Each CGU or a combination of CGUs to which goodwill is so allocated represents the lowest level at which goodwill is monitored for internal management purpose and it is not larger than an operating segment of the Group. A CGU to which goodwill is allocated is tested for impairment annually, and whenever there is an indication that the CGU may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU. If the recoverable amount of the CGU exceeds the carrying amount of the CGU, the CGU and the goodwill allocated to that CGU is regarded as not impaired. If the carrying amount of the CGU exceeds the recoverable amount of the CGU, the Group recognises an impairment loss by first reducing the carrying amount of any goodwill allocated to the CGU and then to other assets of the CGU pro-rata based on the carrying amount of each asset in the CGU. Any impairment loss on goodwill is recognised in the Consolidated Statement of Profit and Loss. An impairment loss recognised on goodwill is not reversed in subsequent periods.

On disposal of a CGU to which goodwill is allocated, the goodwill associated with the disposed CGU is included in the carrying amount of the CGU when determining the gain or loss on disposal.

e) **Property, plant and equipment ('PPE')**

Measurement at recognition: An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which

is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.
The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalised if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalised under relevant heads of property, plant and equipment if the recognition criteria are met.
Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of property, plant and equipment are capitalised at cost and depreciated over their useful life. Costs in nature of repairs and maintenance are recognised in the Statement of Profit and Loss as and when incurred.
The Company had elected to consider the carrying value of all its property, plant and equipment appearing in the Consolidated financial statements prepared in accordance with Accounting Standards notified under the section 133 of the Companies Act, 2013, read together with Rule7 of the Companies (Accounts) Rules, 2014 and used the same as deemed cost in the opening Ind AS Balance Sheet prepared on 1st April, 2020.

Derecognition: The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the Statement of Profit and Loss when the item is derecognised.

Depreciation/amortisation:

Depreciation on fixed assets has been provided at the rates prescribed in Schedule II of Companies Act, 2013 on following basis:
Tangible fixed assets are depreciated on Straight line method with 1% salvage over the useful lives in accordance with Schedule II of Companies Act, 2013.
Estimated useful lives of assets are as follows:

Asset Type	**Estimated useful life (in years)**
Free Hold Land	-
Buildings	
- Other buildings- Office premises	60
Plant and Machinery includes lab equipment, energy saving equipments	15
Wind Power Project Plant	22
Solar power plant	25
Furniture and Fixtures	10
Vehicles	
- Vehicles- Scooters and other mopeds	10
- Vehicles - Motor vehicle other than Scooters & other mopeds.	08
Office Equipments including Air Conditioners	05
Computers	
- Computers	03
- Servers and networks	06
Electrical Installation	10
Intangible Assets (Computer Software)	03
Solar Training Lab Equipment	03

Freehold land is not depreciated. Leasehold land and Leasehold improvements are amortised over the period of the lease.

Impairment

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested for impairment annually and whenever there is an indication that the asset may be impaired. Assets that are subject to depreciation and amortisation and assets representing investments in subsidiary and associate companies are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognised in the Statement of Profit and Loss and included in depreciation and amortisation expense. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

f) Intangible assets

The Company has elected to continue with the carrying value for all of its intangible assets as recognised in the previous GAAP Consolidated financial statements as at the date of transition to Ind AS, measured as per the previous Indian GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments in accordance with the relevant Ind AS, since there is no change in functional currency.

Measurement at recognition: Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred. The useful lives of intangible assets are assessed as either finite or indefinite.

Amortisation : Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Derecognition: The carrying amount of an intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognised in the Statement of Profit and Loss when the asset is derecognised.

g) Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The cost of software internally generated /acquired for internal use which is not an integral part of the related hardware, is recognised as an intangible asset. Intangible assets are amortised over a period of not exceeding five years, on straight line method. amortisation commences when the assets is available for use.

h) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is Written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations are recognised in the statement of profit and loss.

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

i) Event after the reporting period:

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Consolidated financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

j) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivable that does not contain a significant financing component are measured at transaction price

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

>Debt instruments at amortised cost
>Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
>Equity instruments measured at fair value through other comprehensive income (FVTOCI)
>Debt instruments at fair value through Other Comprehensive income (FVOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

>The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
>Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans trade receivables and other financial assets.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

'Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

>The rights to receive cash flows from the asset have expired, or

>The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

1) Financial assets that are debt instruments, and are measured at amortised cost e.g. deposits, loans, trade receivables, bank balance and other financial assets.
2) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115;

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Losses (ECLs) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on twelve-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The twelve-month ECL is a portion of the lifetime ECL which results from default events that are possible within twelve months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for ECL on financial assets measured at amortised cost is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss; loans and borrowings; payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR (effective interest rate) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.
Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets
Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

k) Taxes
Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences, except: When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

"Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:
>When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
>In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority Sales/ value added taxes paid on acquisition of assets or on incurring expenses.

Expenses and assets are recognised net of the amount of sales/ value added taxes paid, except:
When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
>When receivables and payables are stated with the amount of tax included
>The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

l) Foreign currency transactions

The Company's Consolidated financial statements are presented in INR which is the Company's presentation currency and functional currency of the company.

1 Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

2 Conversion

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.(i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss, respectively).

m) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

>In the principal market for the asset or liability, or

>In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes

Disclosures for valuation methods, significant estimates and assumptions (note 50)

Contingent consideration (note 40)

Financial instruments (including those carried at amortised cost) (note 51)

n) Employee Benefits

Post Employment Benefit

Retirement benefit in the form of provident fund and other funds is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan , which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:
1 The date of the plan amendment or curtailment, and
2 The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

1 Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
2 Net interest expense or income

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as a short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.
The Company treats accumulated leave expected to be carried forward beyond twelve months, as a long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method as at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Short Term Employee Benefit
Short-term employee benefits including salaries, bonuses and commission payable within twelve months after the end of the period in which the employees render the related services and non monetary benefits (such as medical care) for current employees are estimated and measured on an undiscounted basis.
Accumulated leave, which is expected to be utilised within the next 12 months, is treated as a short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date
Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised based on actuarial valuation at the present value of the obligation as on the reporting date.

Share-based payments
Equity settled share-based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.
The fair value determined at the grant date of the equity-settled share-based payment is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.
No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.
The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

o) Provision and contingencies
Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

p) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

>Fixed payments (including in-substance fixed payments), less any lease incentives receivable

>Variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date

>Amounts expected to be payable by the Company under residual value guarantees

>The exercise price of a purchase option if the Company is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third party financing and makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification.

Right-of-use assets are measured at cost comprising the following:

a) the amount of the initial measurement of lease liability

b) any lease payments made at or before the commencement date less any lease incentives received

c) any initial direct costs, and

d) restoration costs.

The right-of-use asset is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the financial statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts (if any) as they are considered an integral part of the Company's cash management.

s) Earnings per share ('EPS')

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of the company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the company and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluting potential equity shares.

t) Share Based Payments

Equity settled share-based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share-based payment is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

u) Inventories

i. Raw materials, components, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on First In First Out (FIFO) Basis.

ii. Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal/actual operating capacity as per the Indian Accounting standard 2.

iii. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

iv. Work in progress - Services are valued at cost based on the effort cost involved.

v) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular operating, investing and financing activities of the Company are segregated. Cash and cash equivalents in the cash flow statement comprise cash in hand and balance in bank in current accounts and deposit accounts.

w) Current versus non-current classification

The Company presents its assets and liabilities in the Balance Sheet based on current / non- current classification. An asset is treated as current when it is:

a) expected to be realised or intended to be sold or consumed in normal operating cycle;
b) held primarily for the purpose of trading;
c) expected to be realised within twelve months after the reporting period; or
d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is current when:

a) it is expected to be settled in normal operating cycle;
b) it is held primarily for the purpose of trading;
c) it is due to be settled within twelve months after the reporting period; or
d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

x) Cash dividend

The Company recognises a liability to make cash or non-cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

y) Investment in Subsidiary and Associate Companies & Joint Ventures

Recognition and measurement of Investments in Subsidiaries, Associates and Joint Ventures are carried at cost less accumulated and impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

The Company has elected to continue with the carrying value of its investment in subsidiaries recognised as at 1 April 2020, measured as per previous GAAP and hence the carrying value is considered to be the deemed cost of such investment.

z) Contingent Liabilities

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

aa) Segment Reporting

Segments are identified based on the manner in which the Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance. Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property and equipment and intangible assets other than goodwill.

ab) IND AS notified but not effective

Recent pronouncements

On 31 March 2023, the Ministry of Corporate Affairs (MCA), notified Companies (Indian Accounting Standards) Amendment Rules, 2023 effective from 1 April 2023. Following are the key amended provisions which may have an impact on the Consolidated financial statements of the Company:

Disclosure of accounting policies (amendments to Ind AS 1 - Presentation of Financial Statements)

The amendments intend to assist in deciding which accounting policies to disclose in the financial statements. The amendments to Ind AS 1 require entities to disclose their material accounting policies rather than their significant accounting policies. The amendments provide guidance on how to apply the concept of materiality to accounting policy disclosures. The Company does not expect this amendment to have any significant impact in its Consolidated financial statements.

Definition of accounting estimate (amendments to Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors)

The amendments distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its Consolidated financial statements.

Deferred tax related to assets and liabilities arising from a single transaction (amendments to Ind AS 12 - Income taxes)

The amendments specify how to account for deferred tax on transactions such as leases. The amendments clarify that lease transactions give rise to equal and offsetting temporary differences and financial statements should reflect the future tax impacts of these transactions through recognising deferred tax. The Company is evaluating the impact of this amendment, if any, in its Consolidated financial statements. Other amendments included in the notification do not have any significant impact on the Consolidated financial statements.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

3a Property Plant & Equipment

Particulars	Tangible Assets													
	Land-Freehold	Other Building - Office Premises	Energy Audit Equipements	Furniture & Fixture	Plant & Machinery	Road Non Carpeted	Vehicle	Office Equipment	Environment & BT Equipments	Computer & Printers	Electrical Installations & Equipments	Wind Power Project	Solar System	Total
Gross Carrying Value														
As at 31 March, 2021	969.98	1,893.78	136.59	405.66	8,266.10	315.81	124.01	320.20	132.44	336.69	136.70	419.83		13,457.79
Additions	47.20	28.75	8.43	100.21	1,275.82	-	0.69	36.19	4.14	27.71	16.06	-		1,545.20
Deductions	-	-	-	61.06	63.54	-	16.73	19.56	-	0.12	39.46	-		200.47
Other adjustments	-	-	-	-	(722.07)	-	-	-	-	-	-	-		(722.07)
As at 31 March, 2022	1,017.18	1,922.53	145.02	444.81	8,756.31	315.81	107.97	336.83	136.58	364.28	113.30	419.83	-	14,080.45
Additions	-	652.05	0.82	173.16	975.28	-	40.38	61.79	23.39	75.09	45.42	-	87.38	2,047.38
Deductions	-	340.81	103.01	144.06	48.54	-	8.55	66.74	0.10	47.32	72.28	-	-	831.41
Other adjustments	-	-	-	-	-	-	-	0.01	-	-	-	-	-	0.01
As at 31 March, 2023	1,017.18	2,233.77	42.83	473.91	9,683.05	315.81	139.80	331.89	159.87	392.05	86.44	419.83	87.38	15,296.43
Depreciation														
As at 31 March, 2021	-	321.19	135.18	343.07	985.49	302.40	97.75	287.31	119.85	300.15	111.93	339.06		3,343.38
For the year	-	51.79	1.65	17.22	331.71	13.35	3.53	12.62	4.95	19.29	7.01	11.37		474.49
Deduction	-	-	-	55.78	56.46	-	16.77	19.33	-	0.04	38.97	-		532.41
As at 31 March, 2022	-	372.98	136.83	304.51	1,260.74	315.75	84.51	280.60	124.80	319.40	79.97	350.43	-	3,630.52
For the year	-	49.68	1.88	30.03	381.69	-	2.50	19.56	4.88	26.08	8.97	11.37	5.33	536.64
Deduction	-	47.56	102.85	131.38	15.70	-	8.12	58.12	0.11	45.71	66.16	-	-	475.71
Other Adjustments														
As at 31 March, 2023	-	375.10	35.86	203.16	1,626.73	315.75	78.89	242.04	129.57	299.77	22.78	361.80	5.33	3,691.45
Net Carrying Value														
As at 31 March, 2022	1,017.18	1,549.55	8.19	140.30	7,495.57	0.06	23.46	56.23	11.78	44.88	33.33	69.40		10,449.93
As at 31 March, 2023	1,017.18	1,858.67	6.97	270.75	8,056.32	0.06	60.91	89.85	30.30	92.28	63.66	58.03	82.05	11,604.98

Particulars	Grant Assets					Total of Tangible & Grant Assets
	Office Equipment	Furniture & Fixture	Computer & Printers	Electrical Installations & Equipments	Total	
Gross Carrying Value						
As at 31 March, 2021	74.99	10.22	5.38	8.68	99.27	13,557.06
Additions	-	-	2.50	-	2.50	1,547.70
Deductions	-	-	1.06	-	1.06	201.53
Other adjustments	-	-	-	-	-	(722.07)
As at 31 March, 2022	74.99	10.22	6.82	8.68	100.71	14,181.16
Additions	-	-	-	-	-	2,047.38
Deductions	-	-	-	-	-	831.41
Other adjustments	-	-	-	-	-	0.01
As at 31 March, 2023	74.99	10.22	6.82	8.68	100.71	15,484.32
Depreciation						
As at 31 March, 2021	72.63	10.15	4.32	8.63	95.73	3,439.11
For the year	2.06	-	0.13	-	2.19	476.68
Deduction	-	-	-	-	-	187.35
As at 31 March, 2022	74.69	10.15	4.45	8.63	97.92	3,728.44
For the year	-	-	-	-	-	536.64
Deduction	-	-	-	-	-	475.71
Other Adjustments						
As at 31 March, 2023	74.69	10.15	4.45	8.63	97.92	3,794.70
Net Carrying Value						
As at 31 March, 2022	0.30	0.07	2.37	0.05	2.79	10452.69
As at 31 March, 2023	0.30	0.07	2.37	0.05	2.79	11689.76

3b. Capital work in progress

Particulars	As at 31 March, 2023	As at 31 March, 2022
Capital work-in-progress	63.27	120.00
Total	**63.27**	**120.00**

Ageing of Capital Work in progress

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Capital WIP	63.27	-	-	-	63.27

Note:
1. For accounting policy on Depreciation and amortisation refer Note 2.3(e)
2. For details of borrowings for which Property, plant and equipment are pledged as collateral, refer Note 19.
3. All the title deeds of the immovable properties are held in the name of the company.
4 Nagpur office premises having carrying value of INR 101.05 lakhs mortgaged with bank for fund / non-fund based limit
5 Ahmedabad office premises having carrying value of INR 213.17 lakhs mortgaged with bank for fund / non-fund based limit of subsidiary company
6 Vashi navi mumbai office mortgaged with bank for availing loan against property carrying value INR. 603.16 Lakhs

(All amounts in ₹ lakhs, unless otherwise stated)

4 Right of Use Asset

Particulars	Building	Total
Gross Carrying Value		
As at 31 March, 2021	755.87	755.87
Additions	-	-
Deductions	-	-
Other adjustments	-	-
As at 31 March, 2022	755.87	755.87
Additions	226.16	226.16
Deductions	(92.10)	(92.10)
Other adjustments	-	-
As at 31 March, 2023	**889.93**	**889.93**
Depreciation		
As at 31 March, 2021	133.71	133.71
For the year	53.26	53.26
Deduction	-	-
As at 31 March, 2022	186.97	186.97
For the year	56.69	56.69
Deductions	(1.86)	(1.86)
Other adjustments	-	-
As at 31 March, 2023	**241.80**	**241.80**
Net Carrying Value		
As at 31 March, 2022	568.89	568.89
As at 31 March, 2023	**648.13**	**648.13**

Notes:

1 Refer note 47 for detailed disclosures

(All amounts in ₹ lakhs, unless otherwise stated)

5a Intangible Assets

Particulars	Computer Software	Total
Gross Carrying Value		
As at 31 March, 2021	871.19	871.19
Additions	19.01	19.01
Deductions	-	-
As at 31 March, 2022	**890.20**	**890.20**
Additions	81.65	81.65
Deductions	(639.79)	(639.79)
As at 31 March, 2023	**332.06**	**332.06**
Amortisation		
As at 31 March, 2021	592.26	592.26
For the year	22.64	22.64
Deduction	-	-
As at 31 March, 2022	**614.90**	**614.90**
For the year	22.25	22.25
Deductions	(386.12)	(386.12)
As at 31 March, 2023	**251.03**	**251.03**
Net Carrying Value		
As at 31 March, 2022	**275.30**	**275.30**
As at 31 March, 2023	**81.03**	**81.03**

Notes:

1. For transition to Ind AS, the company has elected to adopt as deemed cost, the carrying value of Intangible Asset measured as per I-GAAP less accumulated depreciation and cumulative impairment on the transition date of 31 March, 2021. It has carried forward gross block and accumulated depreciation only for disclosure purposes.
2. For accounting policy on Depreciation and amortisation refer Note 2.3(e).

5b Goodwill on Consolidation

	Particulars	As at 31st March, 2023	As at 31st March, 2022
	Krishna Windfarms Developers Private Limited	360.83	360.83
	Shrikhande Consultants Limited	143.13	143.13
	Total	**503.96**	**503.96**

5c	**Intangible Assets Under Development**		
	Particulars	**Computer Software**	**Total**
	Gross Carrying Value		
	As at 31 March, 2021	-	-
	Additions	1.50	1.50
	Deductions	-	-
	As at 31 March, 2022	1.50	1.50
	Additions	3.00	3.00
	Deductions	-	-
	As at 31st March, 2023	4.50	4.50

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

6 Non-current investments

Particulars	Face Value per Unit (Rs)	As at 31 March, 2023		As at 31 March, 2022	
		Nos.	Rs. In Lakhs	Nos.	Rs. In Lakhs
(A) Investments in fully paid up quoted instruments					
(a) Fair value through profit and loss					
Shri Keshav Cements & Infra Limited.	10	918,420	1,150.32	978,974	645.14
(B) Unquoted Investments in fully paid equity instruments					
(a) Credentia Trusteeship Services Private Limited	10	526	0.89	526	0.89
(b) Associate Company					
MITCON Nature Based Solution Limited (Includes equity & share in profit)	10	10,000	60.58	-	-
MITCON Forum for Social Development	10	5,100	-	5,100	-
(c) Investments measured at cost					
MITCON Insolvency Professional Services Private Limited	10	51,000	110.74	51,000	110.74
(d) Investments measured at Fair Value Through Profit and Loss					
- Greater Mumbai Bank Limited	25	-	-	50,040	5.01
- Shares of Apana Sahakari Co-op. Bank Limited	25	1,000	0.25	1,000	0.25
- Shares of Maruti Arcade Co-Op. Hsg. Society Limited	10	-	-	-	-
- Shares of Shanti Centre Premises Co-Op. Hsg. Society Limited.	10	-	-	-	-
- Investment in India International Infrastructure and Shrikhande Consultants LLP		-	12.34	-	21.97
- Contribution to MITCON Sustainable Opportunities Fund			1,300.00		
- Interest income receivable from MITCON Sustainable Opportunities Fund			70.38		
- MITCON Impact Investment Trust		10,000	0.10	10,000	0.10
(e) Investment in Preference Shares (measured at fair value through profit and Loss)					
1% Optionally Convertible Preference Shares- MITCON Nature Based Solution Limited	1000	250,000	251.24	-	
(C) Investments in Government Securities					
National Savings Certificates		-	0.75	-	0.75
Total			2,957.59		784.85

Notes:-

1. Details of quoted / unquoted investments:

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Aggregate amount of quoted investments and market value there of;		
Book Value	376.53	401.38
Market Value	1,150.32	645.14

(b) Aggregate amount of unquoted investments (Book Value)	2,957.59	784.85
(c) Aggregate amount of Impairment in value of investments	-	-

2. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy
3. Refer Note 51 on risk management objectives and policies for financial instruments.
4 Paragraph 5 of the Memorandum of Association of MITCON Forum for Social Development (MFSD) prohibits payment or transfer of profit to the member by way of dividend, bonus or otherwise. Paragraph 10 of the Memorandum of Association of MFSD prohibits distribution of remaining assets of the company on winding up or dissolution to the members. As the company will not recover any amount from the investment made in MFSD in future, company has written down the value of investment in MFSD to Rs. 1.
5 During the ended year, Company has incorporated its wholly owned subsidiary MITCON Nature Based Solution Limited with paid of capital of INR 1.00 Lakh (10,000 equity shares of INR 10 each fully paid) For detailed explanation refer Note 59.

7 Loans - Non current

Particulars	As at 31 March, 2023	As at 31 March, 2022
(Unsecured, considered good)		
Loans to related parties	-	-
Security deposits	-	-
Loans to Incubatee	-	-
Loan to Employees	-	0.24
Total	**-**	**0.24**

Notes:

1 Loans are measured at amortised cost.
2 Loans are non-derivative financial assets which may or may not generate a fixed or variable interest income for the Company. The carrying value may be affected by changes in the credit risk of the counterparties.
3 Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
4 Refer Note 51 on risk management objectives and policies for financial instruments.

8 Other financial assets - Non current

Particulars	As at 31 March, 2023	As at 31 March, 2022
Security deposit	1,149.54	710.51
Fixed Deposit	38.69	-
Other receivables	-	-
Total	**1,188.23**	**710.51**

Notes:-

1. Other financial assets are measured at amortised cost
2. Security Deposit includes INR 336.76 Lakhs towards margin money against Bank Guarantee kept with bank.
3. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
4. Refer Note 51 on risk management objectives and policies for financial instruments.

9 Deferred tax Asset (net)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Deferred tax assets		
Disallowances under section 40(a)(i) and section 43B of the Income Tax Act, 1961	-	-
Provision for employee benefits [Provision disallowed under section 40 (a) / (ia) of the Income Tax Act, 1961 (Gratuity)]	26.84	-
Corporate Social Responsibilities Expenses	6.76	4.24
ICDS Disallowance	7.44	
On difference between book balance and tax balance of PPE & Intangible asset	376.81	
Provision for doubtful debts	-	-
Fair valuation of security deposit and debentures	-	-
MAT credit entitlement	-	-
Brought forward business losses and unabsorbed depreciation carried forward	-	335.03
Deferred tax impact on Ind AS adjustments	-	26.66
	417.85	**365.93**
Total	**417.85**	**365.93**

29

(All amounts in ₹ lakhs, unless otherwise stated)

Notes:-

1. Reconciliation of deferred tax assets (net)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Deferred tax assets		
Opening balance as of 1 April	365.93	389.08
Tax income/(expense) during the year recognised in profit or loss	146.55	(125.47)
Tax income/(expense) during the year recognised in OCI	(161.74)	102.32
Other Adjustments	67.11	
Closing balance as at 31 March	**417.85**	**365.93**

10 Other non-current assets

Particulars	As at 31 March, 2023	As at 31 March, 2022
Capital advances	-	-
Prepaid expenses	92.74	5.84
Deposit with Banks (Lien against Bank Guarantees)	179.84	158.68
Total	**272.58**	**164.52**

11 Inventories

Particulars	As at 31 March, 2023	As at 31 March, 2022
Inventory of Project Material	26.73	245.04
Work in Progress - Services	152.37	87.48
Total	**179.10**	**332.52**

Notes:-

1. Written Downs of inventories to net realisable value amounted to Rs.NIL (31-March-2022 : Rs.NIL). These were recognised as an expense during the year.

12 Trade receivables

Particulars	As at 31 March, 2023	As at 31 March, 2022
Trade receivables	4,288.95	3,638.69
Break-up for security details:		
Secured, considered good	-	-
Unsecured, considered good	4,288.95	3,638.69
Doubtful	-	-
Loss Allowance (for expected credit loss under simplified approach)	-	-
Total	**4,288.95**	**3,638.69**

Notes:-
1. Trade receivables are measured at transaction price.
2. For related party receivables, refer Note 49

3. Movement of Loss Allowance (for expected credit loss under simplified approach)

Particulars	Rs. in Lakh
As at 31 March, 2021	**12.73**
Allowance made/(reversed) during the year	(12.73)
Written off	-
As at 31 March, 2022	-
Allowance made/(reversed) during the year	-
Written off	-
As at 31 March, 2023	-

4. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
5. Refer Note 51 on credit risk of trade receivables, which explains how the Company manages and measures credit quality of trade receivables that are neither past due nor impaired.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

Ageing for trade receivables – current outstanding as at 31 March, 2023 is as follows:

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	-	2,568.30	736.62	579.62	125.39	279.02	4,288.95
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	-	2,568.30	736.62	579.62	125.39	279.02	4,288.95
Less: Allowance for doubtful trade receivables							-
Total Trade receivables							4,288.95

1. Bad Debts of INR 58.57 Lakhs written off during the year.

Ageing for trade receivables – current outstanding as at 31 March, 2022 is as follows:

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	1,148.35	1,613.51	450.70	148.28	277.85	-	3,638.69
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	1,148.35	1,613.51	450.70	148.28	277.85	-	3,638.69
Less: Allowance for doubtful trade receivables							-
Total Trade receivables							3,638.69

13a Cash and cash equivalents

Particulars	As at 31 March, 2023	As at 31 March, 2022
Balance with bank in current accounts and debit balance in cash credit accounts	1,558.07	358.82
Cash in hand	15.01	8.01
Deposits with original maturity of less than three months	-	272.18
Total	**1,573.08**	**639.01**

13b Other bank balances

Particulars	As at 31 March, 2023	As at 31 March, 2022
Deposits with original maturity of more than three months but less than twelve months	296.01	-
Margin Money for Bank Guarantees / LC	-	-
Earmarked Balances	-	-
Total	296.01	-

Notes:-

1. Note on Margin Money for Bank Guarantees- Deposit of INR 296.01 lakhs are kept as margin money for issuing BG/LC.
2. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
3. Refer Note 51 on risk management objectives and policies for financial instruments.

(All amounts in ₹ lakhs, unless otherwise stated)

14 Other financial assets - Current

Particulars	As at 31 March, 2023	As at 31 March, 2022
Interest Accrued on Investment	2.78	2.04
Security deposits	0.47	124.81
Interest Accrued on Debenture	-	0.23
Interest Accrued on Loan	-	2.36
Interest on loans to others	-	7.79
Advances recoverable in cash	0.01	-
Advance to vendor	1.17	-
Advance to Staff	-	7.92
Total	**4.43**	**145.15**

Notes:-

1. Other financial assets are measured at amortised cost.
2. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
4. Refer Note 51 on risk management objectives and policies for financial instruments.

15 Income tax assets (net)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Tax paid in advance (Net of provision)	440.12	546.10
Total	**440.12**	**546.10**

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

16 Other current assets

Particulars	As at 31 March, 2023	As at 31 March, 2022
Prepaid expenses	25.78	77.02
Balance with government authorities	5.22	14.40
Advances for expenses/supply of goods and services		
from Others	-	0.39
from Related Parties	-	-
Advance recoverable in cash or in kind or for value to be received		
from Others	15.40	1,266.90
from Related Parties	97.39	1,050.00
Balances with Indirect tax authorities	17.33	27.47
Total	**161.12**	**2,436.18**

Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

17. Share capital

Authorised share capital

Particulars	As at31 March, 2023		As at 31 March, 2022	
	No. of shares	INR in Lakhs	No. of shares	INR in Lakhs
Equity shares of INR 10 each	25,000,000	2,500.00	25,000,000	2,500.00

Issued, subscribed and fully paid up

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	INR in Lakhs	No. of shares	INR in Lakhs
Equity shares of INR 10 each	13,421,526	1,342.15	13,421,526	1,342.15

Reconciliation of equity shares outstanding at the beginning and at the end of the year :

Particulars	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	INR in Lakhs	No. of shares	INR in Lakhs
Issued, subscribed and fully paid up equity shares of INR 10 each outstanding at the beginning of the year	13,421,526	1,342.15	13,421,526	1,342.15
Shares issued during the year	-	-	-	-
Issued, subscribed and fully paid up equity shares of INR 10 each outstanding at the end of the year	**13,421,526**	**1,342.15**	**13,421,526**	**1,342.15**

a) Terms/Rights attached to the equity shares

The Company has a single class of equity shares having a face value of INR 10 each. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

b) Number of Shares held by each shareholder holding more than 5% equity shares in the Parent company

Equity share capital : (Equity shares of INR 10 each fully paid-up)	As at 31 March, 2023		As at 31 March, 2022	
	No. of shares	(% holding)	No. of shares	(%holding)
Beesley Consultancy Private Limited	1,897,068	14.13%	1,897,068	14.13%
ACAIPL Corporate Advisors (India) Private Limited	1,000,000	7.45%	1,000,000	7.45%
Ajay Arjunlal Agarwal	716,000	5.33%	856,000	6.38%
Coeus Global Opportunities Fund	1,003,853	7.48%	-	0.00%
Polus Global Fund	1,258,000	9.37%	-	0.00%
Mukul Mahavir Prasad Agrawal	-	-	752,000	5.60%

c) Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as at **31 March, 2023** is as follows:

Promoter name	As at 31 March, 2023		As at 31 March, 2022		
	No. of Shares	% of shareholding	No. of Shares	% of shareholding	% of changes during the year
Nil	-	-	-	-	-
Total	-	-	-	-	-

Disclosure of shareholding of promoters as at **31 March, 2022** is as follows:

Promoter name	As at 31 March, 2022		As at 31 March, 2021		
	No. of Shares	% of shareholding	No. of Shares	% of shareholding	% of changes during the year
Nil	-	-	-	-	-
Total	-	-	-	-	-

d) Shares reserved for issue under option outstanding on issued share capital

Particulars	As at 31st March, 2023		As at 31 March, 2022	
	No. of Equity Shares to be issued as fully paid	INR Lakhs (at face value)	No. of Equity Shares to be issued as fully paid	INR Lakhs (at face value)
Employee stock options granted	4,12,000	41.20	-	-
Options Lapsed	(59,500)	(5.95)	-	-
Employee stock options outstanding	3,52,500	35.25		

Refer Note No 57 for terms of employee stock option scheme.

e) The details of grant under the aforesaid scheme are summarised below

Particulars	Financial Year	
	2022-23	2021-2022
Grant price	INR 87.20	--
Grant dates	30th May 2022	--
vesting commences on	1st May 2023	--
options and outstanding at the beginning of the year	NIL	--
options granted	412000	--
options lapsed	59500	--
options exercised	NIL	--
options granted and outstanding at the end of the year, of which	3,52,500	--
options vested	NIL	--
options yet to vest	3,52,500	--
weighted average remaining contractual life of options (in years)	4 years +	--
		--

(All amounts in ₹ lakhs, unless otherwise stated)

18 Other Equity

Particulars	As at 31 March, 2023	As at 31 March, 2022
Grant received from MSME under ASPIRE scheme (For Upgradation of Technical Business Incubator)		
Opening Balance	0.22	**2.28**
Less: Depreciation for the year	(0.21)	(2.06)
Closing Balance	0.01	**0.22**
General Reserve		
Opening Balance	**939.84**	**912.76**
Add : Transferred during the year	-	27.08
Closing Balance	**939.84**	**939.84**
Securities Premium		
Opening Balance	**2,290.62**	**2,290.62**
Add : Premium on shares issued during the year	-	-
Less: Utilised/transferred during the year	-	-
Closing Balance	**2,290.62**	**2,290.62**
Retained Earnings		
Opening Balance	**4,725.09**	**4,341.53**
Add : Profit for the year	379.66	149.72
Add : Other Comprehensive Income/(Loss)	460.29	291.22
Add: Share of Profit in associates (Post Tax)	59.58	
Less: Share of profit transferred to Non Controlling Interest	(14.65)	
Add: Other adjustment	4.14	(3.46)
Less: Previous year tax adjustment	(12.75)	
Less : Appropriations		
Transferred to General reserve	-	(27.08)
Final dividend & Tax on final dividend	-	(26.84)
Interim Dividend	-	-
Tax on interim dividend	-	-
Closing Balance	**5,601.36**	**4,725.09**
Total	**8,831.80**	**7,955.77**

Notes:

1. General reserve is created by the Company in earlier years pursuant to the provisions of the Companies Act,1956 where in certain percentage of profits was required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirements to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.
2. Securities Premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, equity related expenses like underwriting costs, etc.

19 Borrowings (Non-current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Secured term loans		
From banks	6,900.29	6,519.08
From others	543.08	-
From NBFC	173.78	190.16
	7,617.15	**6,709.24**
Less: Current Maturities (refer Note 25)	1,058.32	892.47
	6,558.83	5,816.77
Unsecured loans		
1% Optionally Convertible Debentures	954.69	500.00
Loans from others	1,000.00	-
Non convertible preference shares	572.25	519.35
Vehicle Loan from Bank	23.81	
Total	**9,109.58**	**6,836.12**

Notes:-

1. Borrowings are measured at amortised cost.
2. Maturity profile of Term Loans from Banks and Others (including current maturities)

Period	As at 31 March, 2023	As at 31 March, 2022
Less than three months	260.81	609.96
More three months and up to one year	811.13	699.22
More than one year and up to three years	1,904.86	1,912.39
More than three years and up to five years	2,137.02	1,660.33
Above five years	1,967.03	1,827.34

3. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy
4. For explanations on the Company's Interest risk, Foreign currency risk and liquidity risk management processes, refer to Note 51
5. One subsidiary has issued 50 Lakhs 1% cumulative non-convertible preference shares of face value of INR 10/- with the terms of 12% IRR at the end of maturity.
6. Subsidiaries have issued 89 lakhs 1% optionally convertible debentures of face value of INR 10/- each with 7 years maturity..

19 Borrowings (Non-current)

Details of security as at 31 March, 2023

Particulars	Nature of security	Outstanding Loan Amount (including Current Maturities)	Number of instalment	Starting from	Ending on
Loan from banks-					
a) ICICI Bank Limited	Loan Against Property	654.59	180	05.12.2018	05.11.2033
b) ICICI Bank Limited	ECLGS	32.90	36	05.10.2020	05.09.2023
c) From HDFC Bank Limited.		93.59	120	01-02-2020	01-01-2030
d) From HDFC Bank Limited. (BBG)	Refer Note below	4,016.70	120	01-08-2020	01-07-2030
e) HDFC Bank Vehicle Loan	Hypothecation of car	32.82			
f) ICICI Bank Limited	Hypothecation of Car	-		01.06.2017	01.06.2022
g) Federal Bank Limited	Loan against Property	425.07			
	Term Loan	1,651.40			
Loan from NBFC-					
h)Fullerton India Credit Co. Limited	Hypothecation of N.N.Shrikhande Office. secured by Personal Guarantee of Mr.Rajeev N.Shrikhande and Ravindra N.Shrikhande- Directors of the Company	173.78	121	04.06.2018	04.08.2029
		7,080.85			

Notes:

1 Loan against property from a Bank, Total balance outstanding of INR 1079.65 Lakhs is secured by mortgaged by deposit of titles deeds of office premises of the Company at Kubera Chambers, Shivajinagar, Pune & Vashi Office Navi Mumbai.

2 Top up loan has been availed under Emergency Credit Line Guaranteed Scheme (ECLGS) from Bank of INR 134.00 lakhs is secured by mortgaged by deposit of titles deeds of office premises of the Company at Kubera Chambers, Shivajinagar, Pune. Tenure of the Loan is 4 years Interest rate 8.25% p.a. Loan repayable in 48 installments.

3 Vehicle loan from bank INR 23.82 lakhs is secured by hypothecation of vehicle, tenure 7 years.

4 Loans from a Bank taken by a Subsidiary company, Total balance outstanding of INR 93.59 Lakhs is covered by 100% guarantee from NCGTC (National Credit Guarantee Trustee Company Limited). The rate of interest is 9.25%, p.a.

5 Loans from a Bank taken by a Subsidiary company, Total balance outstanding of INR 4,016.70 Lakhs is secured by hypothecation by way of first and exclusive charge all present and future book debts and plant and machinery, further, equitable mortgaged by way of first and exclusive charge over property at village mohari, taluka Jamkhed, dist; Ahmendnagar, Maharashtra. The rate of interest is floating.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

19 Borrowings (Non-current)

Details of security as at 31 March, 2022

Particulars	Nature of security	Outstanding Loan Amount (including Current Maturities)	Number of instalment	Starting from	Ending on
Loan from banks-					
a) ICICI Bank Limited	ECLGS	119.60	36	05.10.2020	05.09.2023
b) ICICI Bank Limited	Loan Against Property	603.84	180	05.12.2018	05.11.2033
c) From HDFC Bank Limited. #		3,190.55	120	01-02-2020	01-01-2030
d) From HDFC Bank Limited. (BBG)		369.58	120	01-08-2020	01-07-2030
e) From HDFC Bank Limited. (GECL)		639.19	48	01-10-2020	01-09-2024
f) The Greater Bombay Co-op. Bank Limited	secured hypothecation of tariff receivable from M/s Pudumjee Papers Product Limited. to be credited to the account with the bank and Corporate Guarantee of INR 150,000,000/- given by the Ultimate Parent company i.e. M/s MITCON Consultancy & Engineering Services Limited.	1,133.82	71	31.10.2019	31.03.2024
g) ICICI Bank Limited	Loan from ICICI Bank Limited repayable in 60 EMI of Rs.70480 each starting from 01/06/2017 for 60 Months @ 8.49% p.a against Hypothecation of Car	0.70	60	01.06.2017	01.06.2022
h) HDFC Bank Limited	Overdraft from Bank of India secured against Personal Term Deposit Receipts of Mr.Rajeev Shrikhande, Director of Shrikhande Consultants Limited, with Bank of India (Dadar West branch)	76.19	121	04.06.2018	04.08.2029
Loan from NBFC-					
i) Fullerton India Credit Co. Limited	Hypothecation of N.N.Shrikhande Office, secured by Personal Guarantee of Mr.Rajeev N.Shrikhande and Ravindra N.Shrikhande-Directors of the Company	190.16	121	04.06.2018	04.08.2029
		6,323.63			

Notes:

a) Loan against property from a Bank, Total balance outstanding of INR 603.84 Lakhs is secured by mortgaged by deposit of titles deeds of office premises of the Company at Kubera Chambers, Shivajinagar, Pune . Repayment of principle loan of INR 7 crore @ 9.50% p.a last installment due on 5th November, 2033.

b) Top up loan has been availed under Emergency Credit Line Guaranteed Scheme (ECLGS) from Bank of INR 134.00/ lakhs is secured by mortgaged by deposit of titles deeds of office premises of the Company at Kubera Chambers, Shivajinagar, Pune. Tenure of the Loan is 4 years Interest rate 8.25% p.a. Loan repayable in 60 installments.

#Term Loan - Nature of Security- secured by hypothecation by way of first and exclusive change all present and future book debts and plant & machinery. Further, equitable mortgage by way of first and exclusive charge over Property at Village Mohari, Tal. Jamkhed, District Ahmednagar, Maharashtra.

(All amounts in ₹ lakhs, unless otherwise stated)

20 Lease liabilities (Non Current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Lease liabilities	737.54	605.41
Total	**737.54**	**605.41**

Notes:-

1. Refer Note 47 for detailed disclosures on "Leases".
2. Lease liabilities are measured at amortised cost.
3. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
4. Refer Note 51 on risk management objectives and policies for financial instruments.

(All amounts in ₹ lakhs, unless otherwise stated)

21 Other financial liabilities (Non-current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Security deposits from related parties	81.04	71.12
Retention money from vendors	103.41	11.08
Interest Payable on Debentures	-	1.16
Interest Payable on Loan	9.98	5.61
Payable for capital purchases	-	0.41
Interest accrued but not due on secured loans	-	0.46
Total	**194.43**	**89.84**

Notes:-

1. Other financial liabilities are measured at amortised cost.
2. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
3. Refer Note 51 on risk management objectives and policies for financial instruments.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

22 Deferred tax liability (net)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Deferred tax liability		
On difference between book balance and tax balance of PPE and intangible asset	-	192.84
	-	**192.84**
Total	-	**192.84**

Notes:-
1. Reconciliation of deferred tax assets (net)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Opening balance as of 1 April	192.84	48.50
Tax income/(expense) during the year recognised in profit or loss	(192.84)	120.93
Tax income/(expense) during the year recognised in OCI	-	23.41
Closing balance as at 31 March	-	**192.84**

(All amounts in ₹ lakhs, unless otherwise stated)

23 Provisions (Non current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Provision for employee benefits		
Provision for gratuity	123.24	4.34
Provision for compensated absences	59.26	55.06
Total	**182.50**	**59.40**

Notes:-

1. Refer Note 30 : Provisions (Current) for additional disclosures.

24 Borrowings (Current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Secured loans from bank		
Overdraft from HDFC Bank	561.38	137.31
Unsecured Loans from Others	2.08	332.63
Total	563.46	**469.94**
Notes:-		
1. Aggregate Secured borrowings	561.38	137.31
2. Aggregate unsecured borrowings	2.08	332.63
3. Borrowings are measured at amortised cost.		
4. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and fair value hierarchy		
5. For explanations on the company's Interest risk, foreign currency risk and liquidity risk management processes, refer to Note 51		

25 Current maturities of long-term borrowings

Particulars	As at 31 March, 2023	As at 31 March, 2022
Secured loans from bank and others	1,058.32	892.47
Total	**1,058.32**	**892.47**

Notes:-

1. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and fair value hierarchy.
2. For explanations on the company's Interest risk, foreign currency risk and liquidity risk management processes, refer to Note 51

(All amounts in ₹ lakhs, unless otherwise stated)

26 Trade and other payables

Particulars	As at 31 March, 2023	As at 31 March, 2022
Due to micro, small and medium enterprises	153.78	10.42
Due to other than micro, small and medium enterprises	443.49	1,748.86
Total	597.27	1,759.28

Note:
1. Trade and other payables are measured at amortised cost.
2. For related party disclosures, refer Note 49.
3. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
4. Refer Note 51 on risk management objectives and policies for financial instruments.

Ageing for trade payables outstanding as at 31 March, 2023 is as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME*	153.78	-	-	-	-	153.78
(ii) Others	0.08	264.99	83.68	52.05	42.69	443.49
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
	153.86	264.99	83.68	52.05	42.69	597.27
Accrued Expenses						-
Total Trade payables						597.27
*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006						

Ageing for trade payables outstanding as at 31 March, 2022 is as follows:

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME*	10.42	-	-	-	-	10.42
(ii) Others	-	1,088.07	379.74	271.78	9.27	1,748.86
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
	10.42	1,088.07	379.74	271.78	9.27	1,759.28
Accrued Expenses						-
Total Trade payables						1,759.28
*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006						

(All amounts in ₹ lakhs, unless otherwise stated)

27 Lease liabilities (Current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Lease liabilities	-	11.94
Total	**-**	**11.94**

Notes:-
1. Refer Note 47 for detailed disclosures on "Leases".
2. Lease liabilities are measured at amortised cost.
3. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
4. Refer Note 51 on risk management objectives and policies for financial instruments.

28 Other financial liabilities (Current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Security deposits	19.30	24.87
Grant repayable on demand	-	22.46
Interest accrued but not due	29.98	-
Other dues to related parties	-	-
Others	-	5.14
Employee benefits payable	307.72	178.27
Retention money Payable	-	69.87
Total	**357.00**	**300.61**

Notes:-
1. Other financial liabilities are measured at amortised cost.
2. Refer Note 50 for fair value disclosure of financial assets and financial liabilities and for fair value hierarchy.
3. Refer Note 51 on risk management objectives and policies for financial instruments.

29 Other current liabilities

Particulars	As at 31 March, 2023	As at 31 March, 2022
Contract liability - In respect of contracts with customers	14.87	4.19
Advance from customer	-	7.06
Statutory dues including provident fund and tax deducted at source	141.97	121.05
Advance to Staff	0.53	
Pre-received rent	2.53	-
Deferred Income for Financial guarantee	-	-
Total	**159.90**	**132.30**

(All amounts in ₹ lakhs, unless otherwise stated)

30 Provisions (Current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Provision for employee benefits		
Provision for gratuity	122.84	113.93
Provision for Expenses	332.00	
Provision for leave encashment	23.63	10.19
Total	**478.47**	**124.12**

Notes:-

1. Also refer Note 23 : Provisions (Non current).
2. Employee benefits obligations

a. Gratuity

The Company provides gratuity for employees as per the Gratuity Act, 1972 and Company's Internal Gratuity Scheme. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity is payable on retirement or termination whichever is earlier. The level of benefits provided depends on the member's length of service and salary on retirement / termination.

b. Compensated absences

The leave obligation cover the Company's liability for earned leaves.

3. For detailed disclosure, refer Note 39A.

(All amounts in ₹ lakhs, unless otherwise stated)

31 Revenue from operations

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Sale of services		
Consultancy and Training Fees	6,017.29	4,671.67
Project Services Fees	910.74	4,810.38
Income from Solar Power generation	1,329.56	1,095.55
Professional Fees	-	-
Other Operating Revenues	107.57	72.72
Total	**8,365.16**	**10,650.32**

Notes:-

1. For detailed disclosures, refer Note 48.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

32 Other income

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Interest income on financial assets measured at amortised cost		
- On bank deposits	25.76	10.68
- On Intercorporate loans and advances	-	2.58
- On Debentures	-	5.23
- On others	41.86	-
- On Income Tax Refund	0.01	3.31
- On Security Deposit	11.44	2.25
Dividend income	0.25	0.15
Profit on sale of investment	55.13	-
Exchange gain on translation of assets and liabilities	-	0.25
Rent Income	41.35	40.09
Gratuity (net)	0.59	44.57
Other Non-Operating income	2.08	3.02
Income on Financial Guarantee	-	13.49
Gain on waiver received on lease payments	-	-
Gain on Sale of Assets	30.17	-
Sundry Provisions and Credit Balances no longer required, written back	0.32	
Dividend income on Preference Shares	1.24	
Miscellaneous income	-	-
Total	**210.20**	**125.62**

(All amounts in ₹ lakhs, unless otherwise stated)

33 Operating Costs

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Expenses on Skill Training Activities	530.45	528.60
Professional Fees	1,636.70	1,159.40
Project Costs	775.87	4,357.81
Power and Fuel	22.83	17.29
Total	**2,965.85**	**6,063.10**

34 Changes in inventories

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Opening inventory		
Work in progress - Services	87.48	59.46
Closing inventory		
Work in progress - Services	152.37	87.48
(Increase)/decrease in inventory	**(64.89)**	**(28.02)**

35 Employee benefits expense

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Salaries, wages, bonus, etc	2,294.72	1,696.35
Gratuity	49.62	23.02
Contribution to provident and other funds	108.52	106.11
Welfare and training expenses	32.28	7.87
Post Employment Benefits	-	1.66
Total	**2,485.14**	**1,835.01**

36 Finance costs

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Interest on term loans	615.91	715.56
Other interest	49.61	7.81
Interest on lease liability	52.82	59.24
Interest on debentures	72.95	-
Dividend on Preference shares	59.52	-
Interest on bank overdraft	39.31	
bank charges	15.96	8.73
Other finance cost	51.48	46.35
Total	**957.56**	**837.69**

37 Depreciation and amortisation expense

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Depreciation on Tangible Assets	537.50	457.02
Depreciation on ROU Asset	46.49	53.26
amortisation on Intangible Assets	22.25	22.02
Total	**606.24**	**532.30**

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

38 Other expenses

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Rent	47.04	67.95
Rates and taxes	44.98	17.32
Postage , Fax and Courier	9.36	8.24
Repairs and Maintenance	124.44	116.78
Laboratory Consumables	7.24	2.89
Travelling and conveyance	295.13	214.07
Advertisement Expenses	58.39	19.53
Printing and stationery	93.28	81.95
Telephone, Mobile Expenses	22.05	25.46
Professional charges	211.05	149.57
Registration and Legal Fees	54.71	59.64
Books & Periodicals Subscriptions and Membership Fees	19.94	10.11
Auditor's remuneration	17.27	15.61
Power and Fuel	47.19	49.08
Director's sitting fees	20.16	9.69
Insurance	33.08	46.85
Donations	-	-
Spend on Corporate Social Responsibilities (CSR) Expenses	6.76	4.24
Housekeeping Expenses	7.33	7.98
Security Expenses	37.35	18.02
GST Expenses	60.05	19.09
Bank Comm. & Charges	-	-
Staff Welfare Expenses	-	4.25
Loss on Share From LLP Investment	9.62	0.73
Net loss/(gain) on disposal of property, plant & Equipment	3.03	1.56
Bad debts and irrecoverable balances written off	58.57	100.96
Provision for doubtful debts (net)	-	-
Exchange loss on translation of assets and liabilities	2.67	52.79
General Expenses	82.62	34.08
Share issue expenses	-	
Service Charges for share registry maintenance	0.51	
Communication expenses	0.01	0.02
Tender fees	4.58	4.95
Miscellaneous expenses	6.11	4.17
Subscriptions and Membership	2.45	1.52
Software charges	5.38	1.93
Job Work Expenses	-	5.85
Total	**1,392.35**	**1,156.88**

(All amounts in ₹ lakhs, unless otherwise stated)

39 Income tax

The note below details the major components of income tax expenses for the year ended 31 March 2022 and 31 March 2021. The note further describes the significant estimates made in relation to company's income tax position, and also explains how the income tax expense is impacted by non-assessable and non-deductible items.

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Current tax		
Current income tax	243.16	110.22
(Excess)/short provision related to earlier years	15.27	10.71
Deferred tax		
MAT credit entitlement	-	-
Relating to origination and reversal or temporary difference	(404.98)	108.22
Income tax expense reported in the statement of profit and loss	**(146.55)**	**229.15**

Other Comprehensive Income (OCI)

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
a. Net (Loss)/Gain on actuarial gain/loss	(3.09)	77.63
b. Gain/(Loss) on other instruments	95.10	-
c. Equity Instruments classified at Fair Value Through Other Comprehensive Income	530.02	315.92
Total	**622.03**	**393.55**
Deferred Tax charged to OCI	**(161.74)**	**(102.33)**

(All amounts in ₹ lakhs, unless otherwise stated)

39A Disclosure pursuant to Ind AS 19 "Employee Benefits"

a. Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Employees State Insurance and Maharashtra Labour Welfare Fund which are defined contribution plan. The Company has no obligations other than to make the specified contribution. The contribution are charged to the Statement of Profit and Loss as they accrue. The amount recognised as expense towards contribution to Provident Fund, Employees State Insurance and Maharashtra Labour Welfare Fund for the year is as follows:

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Provident fund	167.57	89.94
Employees' state insurance	5.16	20.38
Maharashtra labour welfare fund (employer's contribution)	0.01	0.12
Total	172.74	110.44

b. Defined benefit plans:

The Company has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn) for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972.

The amount recognised in Balance Sheet are as follows:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Present value of obligation at the end of period	285.04	173.46
Fair value of the plan assets at the end of period	117.94	74.50
Surplus / (Deficit)	(167.10)	(98.96)
Amounts reflected in the Balance Sheet		
Current liability	115.54	95.12
Non-current liability	51.56	3.83
Net (asset) / liability recognised in balance sheet	167.10	98.95

The amounts recognised in Statement of Profit and Loss are as follows:

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Current service cost	36.98	32.18
Past service cost	6.23	-
Net interest (Income)/ Expense	8.75	15.43
Transfer In / (Out)	-	1.33
Amount charged to the Statement of Profit and Loss	51.96	48.94

The amounts recognised in Statement of Other Comprehensive Income are as follows:

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Actuarial gains/(losses) arising from changes in financial assumptions	(4.24)	15.79
Experience gains/(losses) on plan assets	-	(3.03)
Financial gains/(losses) on plan assets	-	(0.13)
Actuarial gains/(losses) arising from changes in demographic assumptions	-	-
Actuarial gains/(losses) arising from changes in experience adjustments	1.15	65.00
Gains/(Losses) recognised in Other Comprehensive Income (OCI)	(3.09)	77.63

(All amounts in ₹ lakhs, unless otherwise stated)

The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Opening balance of the present value of defined benefit obligation	264.10	**371.19**
Current service cost	36.98	32.85
Interest cost	16.94	1.20
Actuarial (gains)/losses:	5.66	19.03
Actuarial (gains)/losses arising from changes in financial assumptions	(1.32)	0.30
Actuarial (gains)/losses arising from changes in demographic assumptions	-	(15.89)
Actuarial (gains)/losses arising from changes in experience adjustments	-	(0.44)
Benefit paid	(37.32)	(65.00)
Transfer In / (Out)	-	(164.32)
Closing balance of the present value of defined benefit obligation	285.04	**178.92**

Principal actuarial assumptions at the Balance Sheet date:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Discount rate	6.90%	6.90%
Salary growth rate	3.00%	3.00%
Expected average remaining working lives of employees	19.87 Years	7.71 Years
Withdrawal Rate		
Age upto 30 years	10.00%	10.00%
Age 31 - 40 years	10.00%	10.00%
Age 41 - 50 years	10.00%	10.00%
Age above 50 years	10.00%	10.00%
Mortality rate	IALM(2012-14) ult	IALM(2012-14) ult

(All amounts in ₹ lakhs, unless otherwise stated)

Sensitivity analysis :

The sensitivity of defined obligation to changes in the weighted principal assumptions is :

Assumption	Impact on defined benefit obligation	
	As at 31 March, 2023	As at 31 March, 2022
Discount rate		
1% decrease	298.38	180.47
1% increase	273.08	165.55
Future salary increase		
1% decrease	274.77	166.58
1% increase	296.27	179.23
Withdrawal Rate		
1% decrease	284.32	165.27
1% increase	286.52	168.61

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of defined benefit obligation calculated with the Projected Unit Credit Method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The average duration of the defined benefit plan obligations at the end of the reporting period is as follows:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Weighted average duration of the plan (based on discounted cash flows using mortality, withdrawal rate and interest rate)	8.01 years	7.64 years

Expected future benefit payments :

The following payments are expected future benefit payments :

Particulars	As at 31 March, 2023	As at 31 March, 2022
Less than a year	92.02	54.35
Between 1 - 2 years	26.86	15.54
Between 2 - 5 years	103.52	18.69
Over 5 years	237.99	146.11

Expected contributions for the next year

Particulars	As at 31 March, 2023	As at 31 March, 2022
Expected contributions for the next year	34.00	40.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

40 Contingent liabilities and Commitments

(i) Contingent liabilities

Particulars	As at 31 March, 2023	As at 31 March, 2022
Estimated amount of contracts remaining to be executed and not provided for in these accounts (net of advance) in respect of purchase of:		
a. Property, plant and equipment	-	-
b. Intangible assets	1.10	-
Guarantees		
a. Guarantees given to customers by bankers on behalf of the Company	965.34	387.54
b. Letter of Credit (LC) given by bankers on behalf of the Company		
- Inland LC to Customers	-	141.07
- Import LC to Customers for imports of Solar Panels	-	-
c. Corporate Guarantee issued by the Company on behalf of Krishna Windfarms Developers Private Limited for loan availed by them from a Bank.	4,200.00	4,200.00
d. Corporate Guarantee issued by the Company on behalf of MITCON Solar Alliance Limited for term loan availed by them from a Bank.	1,000.00	1,500.00
e. Corporate Guarantee issued by the Company on behalf of Shrikhande Consultants Limited for for overdraft / non fund base limit availed by them from a Bank.	1,548.00	1,599.00
f. Corporate Guarantee issued by the Company on behalf of MSPL Unit 1 Limited for loan availed by them from a Bank	800.00	
g. Financial Guarantee issued by the Company on behalf of Krishna Windfarms Developers Private Limited to maintain Debt Service Reserve Account (DSRA) for loan availed from a Bank	145.19	145.19

The Sale tax department, Pune, Government of Maharashtra has raised demand for non-filing of Form No. 704 (VAT Audit report). The Company filed application under Amnesty Scheme for waiver of penalty	Nil	1.41
One of the subsidiary company has filed appeal with Appellate Tribunal for Electricity (APTEL), New Delhi against the unfavourable order of Central Electricity Regulatory Commission, New Delhi (CERC) for recovery of outstanding dues withheld by Solar Energy Corporation of India Limited (SECI) against liquidated damages and compensation for delay in fulfilment of conditions of Power Purchase agreement dated 03.08.2016. Company is confident about favourable decision from APTEL and the recovery of said dues. Accordingly, the company has not made any provision for write down in respect of these outstanding dues.	-	-
One of the subsidiary company has received capital grant of INR 481.00 Lakhs (31-March-2022: Rs. 428.00 Lakhs) as Viability Gap Funding (VGF) (out of total receivable of Rs. 535.00 Lakhs) from Solar Energy Corporation of India (SECI) for 10MW solar power project . The said receipt of VGF grant is subject fulfilment of certain conditions in future as per PPA signed with SECI. In the event Company is unable to fulfil the terms and conditions in future, the grant received so far would became refundable.	481.00	428.00
The Income Tax Department has raised demand on one of the subsidiary company by making addition to the income of the company in respect of FY 2016-17. Company has filed appeal against the said demand with CIT Appeals Mumbai. Considering the facts of the case, the company is confident of favourable decision from Appellate Authority.	1,123.70	1,123.70
The Sale tax department, Ahmednagar, Government of Maharashtra has raised demand on one of the subsidiary company for non-deduction of VAT TDS on purchase of material for erection of solar power project for the year 2017-2018 since the purchase was against applicable VAT and sale in transit (against E-1 E-2 Forms) hence TDS was not applicable hence company has filed appeal with Deputy Commissioner of state tax, Ahmednagar. Considering the facts of the case, the company is confident of favourable decision from Appellate Authority.	Nil	62.94

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
CIN No. L74140PN1982PLC026933
Notes to the Consolidated financial statements for the year ended 31 March, 2023
(All amounts in ₹ lakhs, unless otherwise stated)

41 Auditors' remuneration

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Audit fee		
- Statutory audit fee	14.32	12.25
- Consolidation audit fee	3.00	3.36
Total	**17.32**	**15.61**

(All amounts in ₹ lakhs, unless otherwise stated)

42 Earnings per share

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Basic earnings per share		
Profit after tax as per accounts (A)	379.66	149.72
Weighted average number of equity shares outstanding (B)	**13,421,526** 13,421,526	**13,421,526** 13,421,526
Basic EPS of ordinary equity share (A/B) (in INR)	**3.27**	**1.12**
Diluted earnings per share		
Profit after tax as per accounts (C)	379.66	149.72
Weighted average number of equity shares outstanding (D)	**13,421,526**	**13,421,526**
Diluted EPS of ordinary equity share (C/D) (in INR)	**3.27**	**1.12**
Face value per share (in INR)	**10.00**	**10.00**

(All amounts in ₹ lakhs, unless otherwise stated)

43 Disclosure pursuant to The Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act)

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Principal amount payable to Micro And Small Enterprises (to the extent identified by the company from available information)	153.78	10.42
Amounts due for more than 45 days and remains to be outstanding	-	-
Interest on Amounts due for more than 45 days and remains to be outstanding (*)	-	-
Amount of payments made to suppliers beyond 45 days during the year	-	-
Estimated interest due and payable on above	-	-
Interest paid in terms of section 16 of the MSMED Act	-	-
Amount of interest accrued and remaining unpaid as at the end of the year (*)	-	-
The amount of estimated interest due and payable for the period from 1st April to actual date of payment or 15th May (*)	-	-
(*) Amount of previous year disclosed to the extent information available.	-	-

Based on the documents / information available with the Company, there were no acknowledged dues to suppliers covered under The Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act) except as disclosed above

44 Corporate Social Responsibility (CSR)

Particulars	For the year ended 31st March, 2023	For the year ended 31 March, 2022
Gross amount required to be spent by the Company for the financial year	6.76	4.38

Particulars	For the year ended 31st March, 2023	For the year ended 31 March, 2022
Spent during the year		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	4.91	5.00
Balance unspent / (excess spent) at the end of the year	1.85	(0.62)
Total	**6.76**	**4.38**

45 Disclosure pursuant to Indian Accounting Standard (Ind AS) 108 "Operating Segment"

Based on the guiding principle given in the Indian Accounting Standard (Ind AS) 108 "Operating Segment"" the company's Primary Segments as following.

1) Consultancy and Training
2) Project Services
3) Solar / Wind Power Generation

The above business segments have been identified considering as

a) The nature of the products/ operation
b) The related risks and returns
c) The internal financial reporting systems of the organisation

The Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

Note: Windpower generation business is subject to Seasonal variations in winds, hence the results for the year are not necessarily comparable with the results of the previous

Refer: Segment report

INR in Lakhs

Particulars	31/03/2023	31/03/2022
Segment Revenue		
Consultancy and Training	5,814.93	4,590.78
Project Service	1,107.60	4,826.58
Solar / Wind Power Generation	1,442.63	1,232.96
Less: Inter Segment Revenue	-	-
Income from Operations	**8,365.16**	**10,650.32**
Segment Results :		
Profit / (Loss) Before Tax and Interest from each Segment		
Consultancy and Training	751.78	49.04
Project Service	203.09	393.87
Solar / Wind Power Generation	25.60	(171.66)
Total	**980.47**	**271.25**
Add:		
Unallocable Income Net of Unallocable Expenditure	210.20	125.62
Finance Costs	(957.56)	(17.89)
Total Profit Before Tax	**233.11**	**378.98**
Capital Employed		
Total Segment Assets		
Consultancy and Training	9,601.21	11,537.45
Project Service	42.03	447.93
Solar / Wind Power Generation	15,126.47	9,700.65
Total	**24,769.71**	**21,686.03**
Total Segment Liabilities		
Consultancy and Training	7,463.93	6,914.00
Project Service	13.65	203.55
Solar / Wind Power Generation	5,960.89	4,356.71
Total	**13,438.47**	**11,474.26**

(All amounts in ₹ lakhs, unless otherwise stated)

47 Disclosure pursuant to Ind AS 116 "Leases"

I) Where the Company is a lessee:

a. Profit and Loss information

Depreciation charge on right-of-use assets:

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Building	46.49	53.26
Total	46.49	53.26

Interest expense on lease liabilities:

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Building	52.82	59.24
Total	52.82	59.24

Rent concessions

The Company has applied the practical expedient available under Paragraph 46B of Ind AS 116 to not assess whether a rent concession that meets the conditions in that paragraph is a lease modification.

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Gain on deferral received in lease payments	47.04	67.95
Gain on waiver received on lease payments	-	-
Total	47.04	67.95

Others

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Expense recognised in respect of low value leases	15.25	65.09
Expense recognised in respect of short term leases	-	2.17
Aggregate undiscounted commitments for short-term leases	-	571.85

b. Maturity analysis of lease liabilities

Particulars	As at 31 March, 2023	As at 31 March, 2022
Less than 1 year	118.77	11.94
Between 1 year to 5 years	188.12	-
More than 5 years	345.96	27.55

c. Total cash outflow for leases

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
amortisation of the lease liabilities (including advance payments)	30.46	-
Short term leases and low-value asset leases not included in the measurement of the liabilities	15.25	67.26
Total	45.71	67.26

d. Other Information

Nature of leasing activity

The Company has leases for Office Spaces. Certain lease contracts provide for payments to increase each year by inflation or and in others to be reset periodically to market rental rates. While other lease contracts comprise only fixed payments over the lease terms.

Extension and termination options

The use of extension and termination options gives the Company added flexibility in the event it has identified more suitable premises in terms of cost and/or location or determined that it is advantageous to remain in a location beyond the original lease term. An option is only exercised when consistent with the Company's regional markets strategy and the economic benefits of exercising the option exceeds the expected overall cost. Existing lease agreement do not have any extension option.

II) Where the Company is a lessor:

a. Finance Lease

Company does not have any finance lease arrangement.

b. Operating Lease

Operating leases, in which the Company is the lessee, mainly relate to Office premises with lease term ranging from 01 to 16 years.

c. Profit and loss information

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Lease income on operating leases	41.35	40.09

(All amounts in ₹ lakhs, unless otherwise stated)

48 Disclosure pursuant to Ind AS 115 "Revenue from Contracts with Customers

a. Disaggregation of revenue

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Nature of Services		
Revenue from Consultancy and Training Fees	5,814.93	4,590.78
Revenue from Project Services Fees	1,107.60	4,826.58
Revenue from Other Operating Revenues	-	-
Income from Solar Power generation	1,442.63	1,232.96
Total	**8,365.16**	10,650.32
Revenue recognised at a point in time	8,365.16	10,650.32
Revenue recognised over a period of time	-	-
Total	**8,365.16**	10,650.32

49 Disclosure of related parties/related party transactions pursuant to Ind AS 24 "Related Party Disclosures

a. List of related parties over which control exist and status of transactions entered during the year :

Nature of relationship	Name of the related party	Transaction entered during the year (Yes/ No)
Associate	MITCON Nature Based Solution Limited.	Yes

b. Names of the other related party and status of transactions entered during the year :

Nature of relationship	Name of the related party	Transaction entered during the year (Yes/ No)
Enterprises owned or significantly influenced by director or their relatives	Credentia Trusteeship Services Private Limited	Yes

C. Name of key management personnel and their relatives with whom transactions were carried out during the year :

	Name of the Related Party	Nature of relationship
(i)	**Chairman and Managing Director**	
	Mr. Anand Suryakant Chalwade	Managing Director
	Mr. Ajay Agrawal	Chairman - Non Executive- Non Independent Director
(ii)	**Directors / Independent Director**	
	Mrs. Archana Girish Lakhe	Non Executive- Independent Woman Director
	Dr.Pradeep Raghunath Bavadekar	Non Executive- Non Independent Director
	Mr. Sanjay Phadke	Non Executive- Independent Director
	Mr.Gayatri Chaitanya Chinthapalli	Non Executive- Independent Director
	Mr. Sudarshan Mohatta	Non Executive- Non Independent Director
(iv)	**Other key management personnel**	
	Mr. Ram Mapari	Chief Financial Officer
	Ms. Ankita Agarwal	Company Secretary
(v)	**Relatives of key management personnel**	
	Nil	

(All amounts in ₹ lakhs, unless otherwise stated)

49 Disclosure of related parties/related party transactions pursuant to Ind AS 24 "Related Party Disclosures"

d. Related party transactions

	Name of the party	Nature of transaction	For the year ended 31 March, 2023	For the year ended 31 March, 2022
A.	**Associate:**			
	MITCON Nature Based Solution Limited	Subscription to Equity	1.00	
		Towards Expenses	34.24	
		0.1% Optionally Convertible Preference Shares	250.00	
B.	**Enterprises owned or significantly influenced by key managerial personnel or their relatives:**			
	Credentia Trusteeship Services Private Limited	Professional Fees	59.51	
E.	**Key management personnel and their relatives:**			
	Mr. Anand Chalwade	Professional fees	-	-
		Dividend	-	0.41

e. Compensation to key management personnel:

Name of the party	Nature of transaction	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Dr. Pradeep Bavadekar	Salary	-	19.25
	Contribution to Provident Fund	-	2.02
	Super Annuation Fund and others	-	2.52
	Retirement benefits- leave encashment	-	88.82
	dividend	-	0.01
Mr. Anand Chalwade - MD	Salary	99.00	66.90
	Contribution to Provident Fund	10.80	7.38
	Other Benefits	0.15	
	Performance Incentive	30.00	
Mr. Ram Mapari	Salary	16.76	16.01
	Provident fund	1.33	1.33
	other Benefits	10.22	1.49
	Dividend	-	0.08
Ms. Ankita Agarwal	Salary	10.52	10.16
	Other Benefits	4.00	
	Provident fund	0.76	0.80

*The liabilities for gratuity and leave encashment are provided for the company as a whole and the remuneration does not include the same.

(All amounts in ₹ lakhs, unless otherwise stated)

Disclosure of Additional Information pertaining to the Parent company, Subsidiary as per Schedule III of Companies Act, 2013

Name of the Company	Net Assets (Total Assets minus Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As % of Consolidated net Assets	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated OCI	Amount	As % of Consolidated TCI	Amount
MITCON Consultancy & Engineering Services Limited	97.07	10,999.68	152.75	579.93	(0.79)	(7.10)	44.78	572.83
Krishna Windfarms Developers Private Limited (KWDPL)	12.82	1,452.28	(31.68)	(120.25)	0.09	0.82	(9.34)	(119.44)
MITCON Credentia Trusteeship Services Limited (MTSPL) (formerly known as MITCON Trusteeship Services Limited)	9.56	1,083.23	10.01	38.02	(0.07)	(0.66)	2.92	37.36
MITCON Advisory Services Private Limited	0.01	(1.00)	0.92	3.51	-	-	0.27	3.51
Shrikhande Consultants Limited	11.96	1,354.86	13.33	50.61	0.43	3.83	4.26	54.44
Mitcon Envirotech Limited	0.09	10.10	2.70	10.26	-	-	0.80	10.26
MITCON Biofuel & Green Chemistry Private Limited	0.01	0.78	(0.06)	(0.22)	-	-	(0.02)	(0.22)
MITCON Sun Power Limited (MSPL)	23.22	2,631.45	32.99	125.24	51.43	462.59	45.95	587.83
Step down subsidiaries through MSPL								
MITCON Solar Alliance Limited (MSAL)	7.66	867.60	(9.56)	(36.28)	0.09	0.81	(2.77)	(35.47)
MSPL Unit 1 Limited	3.57	405.06	(10.27)	(39.01)	-	-	(3.05)	(39.01)
MSPL Unit 2 Private Limited	0.09	9.64	(1.45)	(5.51)	-	-	(0.43)	(5.51)
MSPL Unit 3 Private Limited	0.09	9.64	(1.45)	(5.51)	-	-	(0.43)	(5.51)
Mitcon Impact Asset Management Private Limited	0.05	5.56	4.70	17.84	-	-	1.39	17.84
MITCON Rooftop Solar Private Limited	0.01	0.79	(0.06)	(0.21)	-	-	(0.02)	(0.21)
Consolidation adjustments	(66.21)	(7,498.42)	(62.87)	(238.76)	48.82	439.24	15.69	200.49
Total	**100.00**	**11,331.25**	**100.00**	**379.66**	**100.00**	**899.53**	**100.00**	**1,279.19**

(All amounts in ₹ lakhs, unless otherwise stated)

50 Fair value disclosure

a. Classification of financial assets

Particulars	Note	As at 31 March, 2023	
		Carrying Value	Fair Value
(I) Measured at amortised cost			
Loans	7 , 14	-	-
Trade receivables	12	4,288.95	4,288.95
Cash and cash equivalents and other bank balances	13a , 13b	1,869.09	1,869.09
Others financial assets	8 , 14	1,192.65	1,192.65
Subtotal (I)		7,350.69	7,350.69
(II) Measured at fair value through Profit or Loss			
Investments in mutual funds		-	-
Subtotal (II)		-	-
Total (I+II)		7,350.69	7,350.69

Particulars	Note	As at 31 March, 2022	
		Carrying Value	Fair Value
(I) Measured at amortised cost			
Loans	7 , 14	0.23	0.23
Trade receivables	12	3,638.69	3,638.69
Cash and cash equivalents and other bank balances	13a , 13b	639.01	639.01
Others financial assets	8 , 14	855.66	855.66
Subtotal (I)		5,133.59	5,133.59
(II) Measured at fair value through Profit or Loss			
Investments in mutual funds		-	-
Subtotal (II)		-	-
Total (I+II)		5,133.59	5,133.59

(All amounts in ₹ lakhs, unless otherwise stated)

b. Classification of financial liabilities

Particulars	Note	As at 31 March, 2023	
		Carrying Value	Fair Value
Measured at amortised cost			
Borrowings	19 , 24	9,109.58	9,109.58
Lease liabilities	20 , 27	737.54	737.54
Trade and other payables	26	597.27	597.27
Other financial liabilities	21 , 28	551.43	551.43
Total		10,995.82	10,995.82

Particulars	Note	As at 31 March, 2022	
		Carrying Value	Fair Value
Measured at amortised cost			
Borrowings	19 , 24	6,836.12	6,836.12
Lease liabilities	20 , 27	617.35	617.35
Trade and other payables	26	1,759.28	1,759.28
Other financial liabilities	21 , 28	390.45	390.45
Total		9,603.20	9,603.20

c. Fair value hierarchy of financial assets and liabilities measured at fair value:

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

The Company has established the following fair value hierarchy that categorises the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:
Level 1: This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.
Level 2: The fair value of financial instruments that are not traded in an active market (For example traded bonds, over the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing Net Asset Value. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

51 Financial instruments risk management objectives and policies

The Company's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade and other receivables, investments and cash and cash equivalents that it derives directly from its operations.

The Company's activities exposes it to market risk including currency risk, interest rate risk and other price risk), credit risk, and liquidity risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on its financial performance. The Company may use derivatives for hedging purposes. However, derivatives are not used for trading or as speculative instruments.

The sources of risks which the company is exposed to and their management is given below:

Risk	Exposure Arising From	Measurement	Management
a. Market risk			
i. Foreign currency risk	Financial asset and Liabilities not denominated in INR	Cash Flow forecasting Sensitivity analysis	Management follows established risk management policies, including when required, use of derivatives like foreign exchange forward contracts, where the economic conditions match the company's policy
ii. Interest rate risk	Long Term Borrowings at variable rates	Sensitivity analysis, Interest rate movements	(a) Portfolio Diversification (b) Derivative instruments
iii. Other price risk	Investments	Market movements	Diversification of mutual fund investments.
b. Credit risk	Trade receivables, Loans and Bank balances	Ageing analysis, Credit Rating	(a) Credit limit & credit worthiness monitoring (b) Criteria based approval process
c. Liquidity risk	Borrowings and Other Liabilities and Liquid Investments	Rolling cash flow forecasts Broker Quotes	(a) Adequate unused credit lines and borrowing facilities (b) Portfolio Diversification

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by senior management and the Audit and Risk Management Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies and ensuring compliance with market risk limits and policies.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below.

a. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings.

i. Foreign exchange rate:

The company is exposed to foreign exchange risk mainly through its capital purchases from overseas suppliers in various foreign currencies.

The company evaluates exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies, including when required, use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk, where the economic conditions match the company's policy.

The carrying amount of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are NIL:

(All amounts in ₹ lakhs, unless otherwise stated)

ii. Interest rate risk:

The Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt. The Company's significant outstanding debt in local currency and foreign currency are on floating rate basis and linked to like PLR, MCLR and LIBOR. The Company also hedges a portion of these risks by way of derivatives instruments like Interest rate swaps and currency swaps.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Net exposure	As at 31 March, 2023	As at 31 March, 2022
Floating rate borrowings INR	NIL	NIL

A hypothetical 50 basis point shift in MIBOR on the unhedged loans would result in a corresponding increase/decrease in interest cost for the Company on a yearly basis as follows:

Particulars	Impact on profit before tax	
	For the year ended 31 March, 2023	For the year ended 31 March, 2022
INR interest rates		
Interest rates - increase by 0.5% in INR interest rate *	-	-
Interest rates - decrease by 0.5% in INR interest rate *	-	-

* Holding all other variables constant

iii. Other price risk:

The Company invests its surplus funds in fixed deposits which carry a low risk. The Company is exposed to price risk for investments classified as fair value through profit and loss.

b. Credit Risk:

Credit risk arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/investing activities, including deposits with banks, mutual fund investments, foreign exchange transactions and financial guarantees. The Company has no significant concentration of credit risk with any counterparty.

Trade receivables

Majority of the Company's transactions are earned in cash or cash equivalents. The Trade Receivables comprise mainly of receivables from Insurance Companies, Corporate customers, Public Sector Undertakings, State/Central Governments. The Insurance Companies are required to maintain minimum reserve levels and the Corporate Customers are enterprises with high credit ratings. Accordingly, the Company's exposure to credit risk in relation to trade receivables is considered low. Before accepting any new credit customer, the Company uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed annually. The outstanding with the debtors is reviewed periodically.

Total Trade receivable as on 31 March, 2023 is Rs. 4,288.95 Lakhs (31 March, 2022- Rs. 3,638.69 Lakhs.

The Company has a large customer base and thus has no concentration of credit risks on a single customer.

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

As per policy receivables are classified on a case to case basis considering the history of the receivable, its paying capacity, the past experience with the group etc. and based on the overdue period of more than one year & less than one year. Thus the company makes provision on a case to case basis. Company expects to recover the amount as per their communication with customers and based on the criteria mentioned above.

Movement of provision for doubtful debts:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Opening provision	-	12.73
Add: Provided during the year (net of reversal)	-	-
Less: Utilised during the year	-	(12.73)
Closing Provision	-	-

Investments, Derivative Instruments, Cash and Cash Equivalents and Bank Deposit

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only with approved Financial Institutions/Counterparty. Investments primarily include investment in units of mutual funds. These Mutual Funds have low credit risk.

Total current investments as on 31 March, 2023 is Rs. - (31 March, 2022 - Rs. Nil)

Corporate / Financial Guarantees

The Company has given corporate guarantees as on 31 March, 2023 amounting to Rs. 7,348.00 lakhs (31 March, 2022 Rs.7,299.00 lakhs) in favour of its Subsidiary. And its subsidiary companies have given corporate guarantees of Rs.7,549.46 Lakhs in favour of its fellow subsidiaries.

iii. Liquidity risk management:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is carried out in accordance with practice and limits set by the Company. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(All amounts in ₹ lakhs, unless otherwise stated)

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	As at 31 March, 2023	As at 31 March, 2022
Trade Payables		
Less than 1 Year	418.85	1,098.49
1 to 5 Years	178.42	660.79

52 Capital management

The capital management objective of the Company is to (a) maximise shareholder value and provide benefits to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.

For the purposes of the Company's capital management, capital includes issued equity share capital, share premium and all other equity.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Company monitors capital using debt-equity ratio, which is total debt less liquid investments and bank deposits divided by total equity.

Particulars	As at 31 March, 2023	As at 31 March, 2022
Total Debt (Bank and other borrowings)	7,617.15	6,709.24
Less: Liquid Investments and bank deposits	1,869.09	639.01
Net Debt (A)	**5,748.06**	**6,070.23**
Equity (B)	**11,331.24**	**10,211.77**
Debt to Equity (A/B)	**0.78**	**0.59**

In addition, the Company has financial covenants relating to the borrowing facilities that it has taken from the lenders like interest coverage service ratio, Debt to EBITDA, etc. which is maintained by the Company.

53 Disclosure pursuant to Ind AS 101 "First time adoption of Indian Accounting Standards"

As stated in Note 2, these consolidated financial statements, for the year ended 31st March 2022, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2021, the Company prepared its Consolidated financial statements in
accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (IGAAP).
Accordingly, the Company has prepared Consolidated financial statements which comply with Ind AS applicable for periods ending on 31st March 2022,
together with the comparative period data as at and for the year ended 31 March 2021, as described in the summary of significant accounting policies. In preparing these Consolidated financial statements, the Company's opening balance sheet was prepared as at 1-April-2020, the
Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its IGAAP Consolidated financial statements, including the balance sheet as at 1-April-2020 and the Consolidated financial statements as at and for the year ended 31st March
2021 and how the transition from IGAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

a. Exemptions Availed:

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has elected to apply the following exemptions:

1 Deemed cost for property, plant and equipment and intangible assets:

The Company has elected to continue with the carrying value of all of its plant and equipment and intangible assets as recognised as of 1-April-2020 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date and carried forward gross block and accumulated depreciation only for disclosure purposes.

2 Investment in Subsidiary:

The Company has elected to carry its investment in subsidiary, joint venture and associates at deemed cost which is its previous GAAP carrying amount at the date of transition to Ind AS.

3 Fair Value of Financial Assets and Liabilities:

As per Ind AS exemption the Company has not fair valued the financial assets and liabilities retrospectively and has measured the same prospectively.

4 Past Business Combinations:

The Company has elected not to apply Ind AS 103- Business Combinations retrospectively to past business combinations that occurred before the transition date of 1-April-2020. Consequently, the Company has kept the same classification for the past business combinations as in its previous GAAP Consolidated financial statements.

b. Exceptions applied:

1 Estimates

The estimates at 1-April-2020 and at 31 March, 2022 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of Indian GAAP did not require estimation:
FVTOCI – unquoted equity shares
FVTPL – debt securities
Impairment of financial assets based on expected credit loss model
Fair valuation of financial instruments carried at FVTPL
Determination of the discounted value of financial instruments carried at amortised cost
The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at 1-April-2020, the date of transition to Ind AS and as of 31 March, 2022.

2 Derecognition of financial assets and liabilities

Ind AS 101, requires first time adopter to apply the derecognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the derecognition requirements of Ind AS 109, retrospectively from a date of the company's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities de-recognised as a result of past transaction was obtained at the time of initially accounting of transactions. The Company has elected to apply the derecognition provisions of Ind AS 109 prospectively from date of transition to Ind AS

54 Tuition fees received from MKCL

MITCON is a Training provider to Maharashtra Knowledge Corporation Limited (MKCL) for their MS-CIT and other courses. Fees of these training courses are directly collected by MKCL. On completion of these training programmes Tuition fees are shared by MKCL with the Company as per the Terms of Agreement. However as the Company's share of fees is not independently determinable by the Company prior to actual receipt thereof, these are accounted for on receipt basis.

55 MITCON Solar Alliance Limited

The Consolidated financial statements of the Group includes MITCON Solar Alliance Limited being considered as step down subsidiary for the purpose of consolidation of financial statements during the year based on the managements control over the operations of the Company as defined in the Companies (Indian Accounting Standards) Rules, 2015.

56 ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013

(i) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988(45 of 1988) and Rules made thereunder.
(ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
(iii) The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017
(iv) Utilisation of borrowed funds and share premium

I The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
II The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
(v) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
(vi) The Company has not traded or invested in crypto currency or virtual currency during the year.
(vii) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

57 Employee Share Based Payment Plans

During the year ended 31st March, 2022, the Company approved MITCON's Employee Stock Option Plan 2021 ("ESOP 2021 / Plan"). The plan was approved by the Nomination and Remuneration Committee in its meeting held on 22nd September 2021 for grant and allot from time to time, in one or more tranches, not exceeding 412,000 (Four Lakhs Twelve Thousand Only) options under the ESOP 2021, to or to the benefit of such person(s) who are in the permanent employment of the Company and its Subsidiary Company/ies working in India, and to the Directors of the Company, whether whole-time or not, and its Subsidiary Company(ies) and to such other persons, other than Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company, on a pre-determined date in MITCON Group, convertible into not more than 412,000 (Four Lakhs Twelve Thousand Only) fully paid-up Equity Shares in the Company in aggregate of face value of Rs. 10/- each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2021 and in due compliance with the applicable laws and regulations. The Options granted under ESOP 2021 would vest not earlier than one year and not later than five years from the date of grant of such Options.

Further the plan was approved by the members vide Postal Ballot Notice dated 31st October 2021. Company has received in-principle approval for listing of Shares to be issued under the ESOP 2021 on 20th April, 2022 from National Stock Exchange of India.

During FY 2022-23, the Nomination and Remuneration Committee in its meeting held on 26th May 2022 approved to grant - stock options to 168 employees ("Option Grantees") at an Exercise Price of Rs. 87.20 exercisable into equal number of Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) each fully paid-up on payment of the requisite exercise price to the Company on such terms and conditions of the ESOP scheme.

Applicable Disclosures in connection with the ESOP 2021 as per SEBI (Share Based Employee Benefits) Regulations, 2014 and Section 62 of the Companies Act, 2013 read with Rule 12(9) of Companies (Share Capital and Debenture) Rules, 2014 are hosted on the website of the Company and can be viewed at https://www.mitconindia.com/investors

58 MITCON Credentia Trusteeship Services Limited

The consolidated financial results includes a subsidiary Company namely MITCON Credentia Trusteeship Services Limited (Transferee Company) has approved the scheme of amalgamation with Credentia Trusteeship Services Limited (Transferor Company) at its Board Meeting dated 04.01.2022 and has filed an application before the Honourable National Company Law Tribunal (NCLT) on 23rd February 2022 and the approval is awaited. The necessary entries will be passed in the books of accounts in the year of receipt of order of the Honourable National Company Law Tribunal (NCLT)

59 Jointly controlled Company

During the year ended 31st March, 2023, the Company has completed formation of a joint venture with partners in its wholly owned subsidiary company "MITCON Nature Based Solution Limited." (MNBSL) on 25/11/2022. The MNBSL has acquired Mahogany Vishwa Agro Limited on 20th December 2022 thereby becoming the wholly owned subsidiary of MNBSL. Further on completion of joint venture stakes of the company fully diluted shares to 50% of the total shares held by the company, thereby MNBSL has became an Associate of the parent company. Accordingly, the profit of MNBSL has been accounted to the extent of shareholding. Necessary formalities have been completed at the end of FY 2022-23. Further company has invested in MNBSL INR 250.00 Lakhs in 1% Optionally convertible preference shares (OCPS) for period of 20 Years.

60 None of the directors are disqualified under section 164 of the Companies Act 2013 to be appointed as Director of the Parent Company

61 Previous year figures have been regrouped / reclassified / rearranged / restated wherever necessary to conform with current year's classification/ disclosure.

As per our attached report of even date

For J Singh & Associates
Chartered Accountants
Firm's Registration No: 110266W

J. SINGH & ASSOCIATES * Chartered Accountants FRN-110266W
CA S. P. DIXIT
M. No. 041179

CA S P Dixit
(Partner)
Membership No.:041179

Place: Pune
Date : 17th May 2023
UDIN : 23041179BGSRN8761

For and on behalf of Board of Directors of
MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

AJAY ARJUNLAL AGARWAL
Chairman
DIN No.00200167

ANAND SURYAKANT CHALWADE
Managing Director
DIN No.02008372

RAM DHONDIBA MAPARI
Chief Financial Officer
PAN: AAXPM5902E

ANKITA AGARWAL
Company Secretary
Membership No. A49634

Place: Pune
Date: 17th May 2023

Place: Pune
Date : 17th May 2023

J SINGH & ASSOCIATES (Regd.)
CHARTERED ACCOUNTANTS

505/506/507, HUBTOWN *Viva*, Shankar wadi,
Western express Highway,
Between Andheri & Jogeshwari (East),
Mumbai - 400 060.
Tel : 022-66994617/18/19 I 28361081
Web : cajsingh.com
Email : ca_jsingh@rediffmail.com
mumbai@cajsingh.com

Limited Review Report on unaudited consolidated financial results of MITCON Consultancy & Engineering Services Limited for the quarter and nine months ended 31st December, 2023 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of MITCON Consultancy & Engineering Services Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of **MITCON Consultancy & Engineering Services Limited** ("the Parent"), and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter and nine months ended 31st December 2023 ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ' *Interim Financial Reporting"* ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures, A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the Circular no. CIR/CFD/CMD1/44/1019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the subsidiaries/associates as mentioned in "**Annexure A**" to the Statement.

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review report of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement. prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial results of a subsidiary included in the Statement, whose interim financial results reflects total assets (before consolidation adjustments) of Rs.4,077.69 lakhs as at 31st December 2023 and total revenues (before consolidation adjustments) of Rs. 826.01 lakhs and Rs. 1,992.05 lakhs and total net profit after tax (before consolidation adjustments) of Rs 19.13 lakhs and Rs, 57.81 Lakhs and total comprehensive income (before consolidation adjustments) of Rs 17.03 lakhs and Rs. 51.50 Lakhs, for the quarter ended 31st December 2023 and for the period from 1st April 2023 to 31st December 2023, respectively, and cash inflows (net) of Rs. (67.86) lakhs for the period from 1st April 2023 to 31st December 2023, as considered in the unaudited consolidated financial results. The Q3 interim financial results have been reviewed by other Independent auditors whose reports have been furnished to us by the Parent's management and our conclusion on the Statement in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the reports of the independent auditors and the procedures performed by us as stated in paragraph 3 above.

Other Matter

7. In Note No 6 of the Consolidated unaudited financial results of the Group includes a Material Subsidiary Company namely MITCON Credentia Trusteeship Services Limited (Transferee Company) has approved the scheme of amalgamation with Credentia Trusteeship Services Private Limited (Transferor Company) at its Board Meeting dated 04th January,2022 and had filed an application before the Honorable National Company Law Tribunal (NCLT),Mumbai on 23rd February 2022 and now the Honourable NCLT, Mumbai has approved the said scheme vide its order dated 03rd January,2024.The respective companies are in the process of complying the necessary formalities with the regulatory to make the scheme effective.

Our conclusion on the Statement is not modified in respect of the above matter.

For **J Singh & Associates**
Chartered Accountants
(Firm Reg. no.: 110266W)

SPDixit

CA S.P. Dixit
(Partner)
(Mem. No. 041179)
UDIN: 24041179BKFPTM1278
Place: Pune
Date: 09th February,2024.

J. SINGH & ASSOCIATES * CA S.P. DIXIT M. No. 041179 Chartered Accountants FRN-110266W

Annexure A

List of Entities included in Consolidated Financial Results:

Sr. No.	Particulars	Relation
1	Krishna Windfarm Developers Private Limited	Material Subsidiary
2	Shrikhande Consultants Limited	Material Subsidiary
3	MITCON Credentia Trusteeship Services Limited	Material Subsidiary
4	MITCON Sun Power Limited	Wholly Owned Subsidiary
5	MITCON Envirotech Limited	Wholly Owned Subsidiary
6	MITCON Advisory Services Private Limited	Wholly Owned Subsidiary
7	MITCON Biofuel & Green Chemistry Private Limited	Wholly Owned Subsidiary
8	MITCON Impact Asset Management Private Limited	Step down Subsidiary
9	MITCON Solar Alliance Limited	Step down Subsidiary
10	Planeteye Infra-AI Limited (formerly MITCON Rooftop Solar Limited)	Step down Subsidiary
11	MSPL Unit 1 Limited	Step down Subsidiary
12	MSPL Unit 2 Limited	Step down Subsidiary
13	MSPL Unit 3 Limited	Step down Subsidiary
14	MSPL Unit 4 Limited	Step down Subsidiary
15	MSPL Unit 5 Limited	Step down Subsidiary
16	MITCON Nature Based Solutions Limited	Associate Company

J. SINGH & ASSOCIATES * Chartered Accountants FRN-110266W * CA S. P. DIXIT M. No. 041179

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
Regd. Office: First Floor, Kubera Chambers, Shivaji Nagar, Pune 411005
CIN - L74140PN1982PLC026933
Tel No.: 020-25533309 Fax No.: 020-25533206 Website: www.mitconindia.com

Unaudited Statement of Consolidated Financial Results For the Quarter and Nine Month Period Ended 31st December, 2023

INR in Lakhs

Sr No.	Particulars	Quarter Ended (Unaudited)			Nine Month Period Ended (Unaudited)		Year Ended (Audited)
		31-Dec-23	30-Sep-23	31-Dec-22	31-Dec-23	31-Dec-22	31-Mar-23
1	Income						
	Revenue from operations (net)	2,414.75	3,576.01	1,922.94	8,945.51	5,567.41	8,365.16
	Other income	52.04	48.11	42.45	135.81	180.03	210.20
2	**Total income from Operation (net)**	**2,466.79**	**3,624.12**	**1,965.39**	**9,081.32**	**5,747.44**	**8,575.36**
3	**Expenses**						
(a)	Operating Cost	919.48	1,843.97	664.55	4,008.55	1,907.70	3,171.26
(b)	Changes in Inventory	(232.02)	(11.08)	(55.18)	(348.79)	(80.53)	(64.89)
(c)	Employee benefits expense	784.30	705.61	588.72	2,221.86	1,744.64	2,485.14
(d)	Finance costs	293.10	305.44	268.38	855.22	698.26	957.56
(e)	Depreciation and amortization expense	205.59	170.69	153.22	549.97	441.92	606.24
(f)	Other expense	283.68	323.21	291.57	957.37	862.79	1,186.94
4	**Total Expenses**	**2,254.13**	**3,337.84**	**1,911.26**	**8,244.18**	**5,574.78**	**8,342.25**
5	**Profit / (Loss) before Tax, Exceptional Item and Share of Associate (2 - 4)**	**212.66**	**286.28**	**54.13**	**837.14**	**172.66**	**233.11**
6	Exceptional items	-	-		-		
7	Share of Profit/(Loss) of Associate (Net of Tax)	(39.06)	0.33	-	(24.62)	-	59.58
8	**Profit before Tax(after Exceptional Item , Share of Associate and before tax) (5+6+7)**	**173.60**	**286.61**	**54.13**	**812.52**	**172.66**	**292.69**
9	**Tax expense**						
	Current Tax	57.25	67.23	55.35	202.41	204.60	243.16
	Deffered tax charge / (credit)	104.45	138.53	(29.88)	353.37	(405.93)	(404.98)
	Taxation adjsutment of earlier years	(58.00)	0.81	-	(57.28)	-	15.27
	Total tax expense	**103.70**	**206.57**	**25.47**	**498.50**	**(201.33)**	**(146.55)**
10	**Profit / (Loss) for the period / year after Tax (after Exceptional Item and Share of Associate) (8 - 9)**	**69.90**	**80.04**	**28.66**	**314.02**	**373.99**	**439.24**
11	**Other Comprehensive Income (OCI)**						
	Items that will not be reclassified to profit and loss						
	Re-measurement gains/(losses) on defined benefit plans	1.27	0.77	-	1.24	11.75	(3.09)
	Income tax relating to Re-measurement gains/(losses) on defined benefit plans	(0.40)	(0.21)	-	(0.39)	(3.18)	0.80
	Equity instruments classified at Fair Value through Other comprehensive income	739.10	44.09	(28.78)	942.99	519.93	530.02
	Income tax relating to Equity instruments classified at Fair Value through Other comprehensive income	(192.17)	(11.46)	7.47	(245.18)	(135.18)	(137.81)
	Other Instruments classified at Fair Value through Other Comprehensive Income	(4.16)	(2.81)	-	5.78	-	95.10
	Income tax relating to Other Instruments classified at Fair Value through Other Comprehensive Income	1.08	0.73	-	(1.50)	-	(24.73)
	Total other Comprehensive Income (OCI)	**544.72**	**31.11**	**(21.31)**	**702.94**	**393.32**	**460.29**
12	**Total Comprehensive Income for the period / year (comprising profit / (loss) and other comprehensive income for the period / year)**	**614.62**	**111.15**	**7.35**	**1,016.96**	**767.31**	**899.53**
13	**Profit for the period attributable to:**						
	Owners of the Company	103.52	110.23	49.86	369.40	325.63	422.80
	Non -Controlling Interest	(33.62)	(30.19)	(21.20)	(55.38)	48.36	16.44
		69.90	**80.04**	**28.66**	**314.02**	**373.99**	**439.24**
14	**Other comprehensive income for the period/year attributable to:**						
	Owners of the Company	545.09	34.21	(21.31)	706.41	391.90	458.49
	Non -Controlling Interest	(0.37)	(3.10)	-	(3.47)	1.42	1.80
		544.72	**31.11**	**(21.31)**	**702.94**	**393.32**	**460.29**
15	**Total comprehensive income for the period attributable to:**						
	Owners of the Company	648.61	144.44	28.55	1,075.81	717.53	881.29
	Non -Controlling Interest	(33.99)	(33.29)	(21.20)	(58.85)	49.78	18.24
		614.62	**111.15**	**7.35**	**1,016.96**	**767.31**	**899.53**
16	Paid-up equity share capital (Face value of share INR 10/- each)	1,342.41	1,342.15	1,342.15	1,342.41	1,342.15	1,342.15
17	Other equity						8,831.80
18	**Earnings Per Share (Face Value INR 10/- each)**						
	a) Basic	0.52	0.60	0.21	2.34	2.79	3.27
	b) Diluted	0.52	0.60	0.21	2.33	2.79	3.27

See accompanying notes to the financial results

Consolidated - Segment wise Revenue, Results and Capital Employed pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

INR in Lakhs

Particulars	Quarter Ended (Unaudited)			Nine Month Period Ended (Unaudited)		Year Ended (Audited)
	31-Dec-23	30-Sep-23	31-Dec-22	31-Dec-23	31-Dec-22	31-Mar-23
Segment Revenue						
Consultancy and Training	1,616.53	1,524.07	1,240.49	4,440.87	3,751.42	5,814.93
Project Service	379.04	1,706.85	328.00	3,360.95	841.51	1,107.60
Wind / Solar Power Generation	419.18	345.08	354.45	1,143.69	974.48	1,442.63
Less: Inter Segment Revenue	-	-	-	-	-	-
Income from Operations	**2,414.75**	**3,576.00**	**1,922.94**	**8,945.51**	**5,567.41**	**8,365.16**
Segment Results :						
Profit / (Loss) Before Tax and Interest from each Segment						
Consultancy and Training	170.93	120.25	283.97	466.85	553.81	751.78
Project Service	62.39	249.37	53.70	471.65	143.94	203.09
Wind / Solar Power Generation	220.40	173.99	(57.62)	618.05	(6.86)	25.60
Total	**453.72**	**543.61**	280.05	**1,556.55**	**690.89**	**980.47**
Add:						
Unallocable Income Net of Unallocable Expenditure	52.04	48.11	42.46	135.81	180.04	210.20
Finance Costs	(293.10)	(305.44)	(268.38)	(855.22)	(698.26)	(957.56)
Profit / (Loss) before Tax, Exceptional Item and Share of Associate	**212.66**	**286.28**	**54.13**	**837.14**	**172.67**	**233.11**
Capital Employed						
Total Segment Assets						
Consultancy and Training	9,215.36	8,413.43	8,234.72	9,215.36	8,234.72	9,601.21
Project Service	499.66	1,460.51	335.65	499.66	335.65	42.03
Wind / Solar Power Generation	18,885.44	17,483.50	13,969.00	18,885.44	13,969.00	15,126.47
Total	**28,600.46**	**27,357.44**	**22,539.37**	**28,600.46**	**22,539.37**	**24,769.71**
Total Segment Liabilities						
Consultancy and Training	5,200.15	4,433.84	4,402.68	5,200.15	4,402.68	7,463.93
Project Service	-	1,055.99	32.27	-	32.27	13.65
Wind / Solar Power Generation	10,742.87	9,891.89	7,121.15	10,742.87	7,121.15	5,960.89
Total	**15,943.02**	**15,381.72**	**11,556.10**	**15,943.02**	**11,556.10**	**13,438.47**

Note: Solar / Wind power generation business is subject to Seasonal variations, hence the results for the period are not necessarily comparable with the results of the previous periods performance.

MITCON CONSULTANCY & ENGINEERING SERVICES LTD. * PUNE

Notes- for Standalone / Consolidated Financials:

1 The Standalone /consolidated unaudited financial results for the quarter and Nine Month Period ended December 31, 2023 ("the financial results") of MITCON Consultancy & Engineering Services Limited ("the Company"), its subsidiary (collectively referred as the group), its associate company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended)

2 The Unaudited Standalone / Consolidated Statement of financial Results for the quarter ended andNine Month Period ended December 31, 2023, have been taken on records by the Board of Directors as recommended by the Audit Committee at their meeting held on 09th February, 2024 .

3 The Consolidated Statements of Financial Results of the Group includes MITCON Solar Alliance Limited being considered as step down subsidiary for the purpose of consolidation of financial Results during the period/ year based on the management control over the operations of the Company as defined in the Companies (Indian Accounting Standards) Rules, 2015.

4 The Employee Stock Option Plan (ESOP) issued by the Company vested during the period have a potential dilutive effect on Earning per Share (EPS). Hence, they have been considered for computing diluted Earnings Per Share during the period.

5 These Standalone / consolidated financial results shall be filed with the National Stock Exchange of India Limited ("NSE") and shall be available on the Company's website (www.mitconindia.com) or on the website of NSE (www.nseindia.com).

6 During the FY 2021-2022, a material subsidiary Company namely MITCON Credentia Trusteeship Services Limited (Transferee Company) has approved the scheme of amalgamation with Credentia Trusteeship Services Private Limited (Transferor Company) at its Board Meeting held dated 04th January,2022 and had filed an application before the Hon'ble National Company Law Tribunal (NCLT), Mumbai on 23rd February 2022 and now the Hon'ble NCLT, Mumbai has approved the said scheme vide its Order dated 03rd January,2024.The respective companies are in the process of complying the necessary formalities to make the scheme effective.

7 During quarter ended on 31st December 2023, a step down subsidiary company converted from Private to Public Limited Viz. MITCON Rooftop Solar Limited (formerly known as MITCON Rooftop Solar Private Limited) w.e.f. 03rd November, 2023. Subsequently the objects of the Company has been altered on 06th December 2023. Consequent upon alteration in objects ,name of the Company has been changed to Planeteye Infra AI Limited w.e.f. 13th December 2023. Further the company on 29th December,2023 allotted 10,000 equity shares of INR 10 each at par on rights basis,post such issue there is reduction in whollyowned subsidiarie's (niz. MITCON Sun Power Ltd) holdings in the Company from 100% to 51%.

8 During the quarter ended on 31st December,2023, a stepdown subsidiary company namely MSPL Unit 4 Limited on 26th October,2023 allotted 22,85,000 equity shares of INR 10 each at par on rights basis , post such issue there is reduction in whollyowned subsidiarie's (niz. MITCON Sun Power Ltd) holdings in the Company from 100% to 74%.

9 All figures of financials have been rounded off to nearest lakhs rupees.

10 Figures for the previous periods / year have been rearranged / regrouped, wherever considered necessary to make them comparable with the figures of the current period / year.

For & on behalf of the Board of Directors
MITCON Consultancy & Engineering Services Limited

Anand Chalwade
Managing Director

Date: 09th February 2024
Place: Pune

STATEMENT OF FINANCIAL INDEBTNESS

The Company has availed borrowings in the ordinary course of business. Set forth below is a brief summary of our aggregate outstanding borrowings as on December 31, 2023:

(₹ In lakhs)

Nature of Borrowing	Amount
Secured Borrowings	9,964.04
Unsecured Borrowings	2,789.12
Total	**12,753.16**

Details of Secured Borrowings:

(₹ In lakhs)

Sr. No.	Category of Borrowing	Amount Sanctioned	Amount outstanding as on December 31, 2023
A.	**Loan from Banks**		
	i. BBG WC Loan	568.00	377.46
	ii. GECL	1,167.00	628.35
	iii. Term Loan (For Project)	8,346.00	6,839.01
	iv. Loan against Property	1,384.00	1,073.04
	v. Loan against Vehicle	36.91.00	32.34
	vi. Cash Credit	1,400.00	852.64
B.	**Loans from NBFCs**		
	i. Business Loan	239.83	161.20
	Total*	**13,142.74**	**9,964.04**

Security:

Loan against Property: Pune office, Plant & Machinery and property situated at Mohari, Tal – Jamkhed, Ahmednagar, 4.90 MW AC Solar PV Power Project at Sonalwadi, Tal - Sangola, Solapur, 1.40 MW AC Solar Power Project and land at Kini Solapur, Land owned by MSPL Unit 2 Ltd & MSPL Unit 3 Ltd at Kini Solapur, and 1.18 MW AC Solar Power Plant, land and receivables from MSPL Unit 4 Limited, Vashi Office

ECLGS: Second Charge on existing facilities

Car Loan: Vehicle(s)

Cash Credit and Non-Fund Based limits: Trade Receivables, movable fixed assets, Nagpur office, Pune office

Terms Loan 1 & 2: Vashi Office

Details of Unsecured Borrowings:

(₹ In lakhs)

Sr. No.	Category of Borrowing	Amount Sanctioned	Amount outstanding as on December 31, 2023
	Unsecured Loan		
	(i) From Body Corporates	1,050.00	1,057.37
	(ii) From Banks	10.00	3.86
	(iii) From Alternate Investment Fund	1,390.00	1,521.52
	(iv) From Others	500.00	206.37
	Total*	**2,950.00**	**2,789.12**

**As certified by our statutory auditor certificate dated April 18, 2024 bearing UDIN: 24041179BKFPUL5159*

STATEMENT OF CAPITALISATION

The following table sets forth our capitalisation as at December 31, 2023 on the basis of our Unaudited Consolidated Financial Results and as adjusted for the proposed Offer. This table should be read in conjunction with "***Risk Factors***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", and "***Financial Statements***" on pages 19, 224 and 127 respectively.

(*in ₹ lakhs, except ratios*)

Particulars	Pre-Issue as at December 31, 2023	Post Issue#
Total borrowings		
Non-current borrowings (including current maturity) (A)	11,896.66	[●]
Current borrowings (B)*	856.503	[●]
Total borrowings (C) = (A)+(B)	12,753.16	[●]
Total equity attributable to equity holders of our Company		
Equity share capital	1,342.41	[●]
Other equity	9,913.78	[●]
Total equity attributable to equity shareholders of our Company (D)	11,256.19	[●]
Non-current borrowings / total equity attributable to equity shareholders of the Company (A) /(D)	1.06	[●]
Total borrowings / total equity attributable to equityshareholders of the Company = (C) / (D)	1.13	[●]

**These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*
#To be updated in the Letter of Offer.

ACCOUNTING RATIOS

The following tables present certain accounting and other ratios derived from the Limited Review Unaudited Financial Results for nine months ended December 31, 2023, December 31, 2022 and Audited Financial Statements for the financial year ended March 31, 2023, March 31, 2022 on the basis of consolidated financials.

Accounting Ratios

(*₹ in lakh except percentage data*)

Particulars	As of and for the			
	Nine-months period ended Dec 31, 2023	Nine-months period ended Dec 31, 2022	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Earning per Equity Share				
a. Basic earnings per Equity Share (₹)	2.34	2.79	3.27	1.12
b. Diluted earnings per Equity Share (₹)	2.34	2.79	3.27	1.12
Return on net worth	2.79%	3.73%	4.32%	1.61%
Net asset value per Equity Share (₹)	83.85	74.79	75.80	69.28
EBITDA (₹)	2,106.52	1,132.81	1,586.71	1,623.35

The ratios have been computed as below:

Ratios	*Computation*
Basic and Diluted Earnings Per Share	*Profit attributable to shareholder / Total number of weighted average number of shares*
Return on Net Worth (%)	*Profit for the Year / Net Worth*
Net Asset Value per Share	*Net Worth / Number of shares as at the end of the relevant period*
EBITDA	*Consolidated Profit before tax excluding other comprehensive income and share of associates + Depreciation and amortization expenses and finance cost - Other income*

Calculation of Earning per Equity Share

(*₹ in lakhs except percentage data*)

Particulars	As of and for the			
	Nine-months period ended Dec 31, 2023	Nine-months period ended Dec 31, 2022	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Profit attributable to Equity shareholders (A)*	314.02	373.99	439.24	149.72
Weighted average number of equity shares outstanding during the year / period (B)	1,34,24,126	1,34,21,526	1,34,21,526	1,34,21,526
Basic and Diluted EPS (A)/(B)*10^5)	**2.34**	**2.79**	**3.27**	**1.12**

* *Consolidated profit after tax before other comprehensive Income*

Calculation of Return on Net Worth

(*₹ in lakhs except percentage data*)

Particulars	As of and for the			
	Nine-months period ended Dec 31, 2023	Nine-months period ended Dec 31, 2022	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Profit / (Loss) after tax (A)	314.02	373.99	439.24	149.72
Net worth (B)	11,256.19	10,037.47	10,173.95	9,297.92
Return on Net worth (A/B)	**2.79%**	**3.73%**	**4.32%**	**1.61%**

Calculation of Net Worth and Net Asset Value per Equity Share

(*₹ in lakhs per share data*)

Particulars	As of and for the			
	Nine-months period ended Dec 31, 2023	Nine-months period ended Dec 31, 2022	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Equity Share Capital (A)	1,342.41	1,342.15	1,342.15	1,342.15
Other Equity (B)	9,913.78	8,695.32	8,831.80	7,955.77
Net worth (C) = (A+B)	11,256.19	10,037.47	10,173.95	9,297.92
No. of shares at the end of the relevant period (D)	1,34,24,126	1,34,21,526	1,34,21,526	1,34,21,526
Net Asset Value Per Share ((C*10^5)/D)	**83.85**	**74.79**	**75.80**	**69.28**

Calculation of EBITDA

(*₹ in lakhs*)

Particulars	As of and for the			
	Nine-months period ended Dec 31, 2023	Nine-months period ended Dec 31, 2022	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Profit Before Tax	837.14	172.66	233.11	378.98
Depreciation & Amortization	549.97	441.92	606.24	532.30
Finance Cost	855.22	698.26	957.56	837.69
Less: Other Income	(135.81)	(180.03)	(210.20)	(125.62)
EBITDA	**2,106.52**	**1,132.81**	**1,586.71**	**1,623.35**

EBITDA is calculated as profit / (loss) after tax expenses from continuing operations for the year / period, adjusted for tax expenses, exceptional items, finance costs, depreciation and amortization expenses and other income.

**As certified by our statutory auditor certificate dated April 18, 2024, bearing UDIN: 24041179BKPUD8063.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our audited financial statements as of and for the Fiscal ended March 31, 2023 and March 31, 2022 and our limited review unaudited consolidated financial results for the 9 months ended December 31, 2023 and December 31, 2022, included in this Draft Letter of Offer. Our audited consolidated financial statements for Fiscal ended March 31, 2023 and March 31, 2022, and our limited review unaudited consolidated financial results for the 9 months ended December 31, 2023 and December 31, 2022 are prepared in accordance with Ind AS. Unless otherwise stated, the financial information used in this chapter is derived from the audited consolidated financial statements and limited review unaudited consolidated financial results of our Company.

*This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward - looking statements as a result of certain factors such as those set forth in the sections titled "**Risk Factors**" and "**Forward - Looking Statements**" on pages 19 and 15 respectively.*

Our financial year ends on March 31 of each year, so all references to a particular "financial year" and "Fiscal" are to the twelve (12) month period ended March 31 of that year. References to the "Company", "we", "us" and "our" in this chapter refer to MITCON Consultancy & Engineering Services Limited.

Neither we, nor the LMs, any of their affiliates or advisors, nor any other person connected with the Issue has independently verified such information.

OVERVIEW OF OUR BUSINESS

MITCON is an ISO 9001:2015 certified Technical Consulting Organization (TCO) offering Concept to Commissioning solutions for various businesses for last 40+ Years. MITCON has got an experience in multiple industry verticals include Energy Transition, Renewables, Biofuels, Green Chemistry, Skill Development, Environment Management and Engineering, Business Advisory Services. We are headquartered at Pune and have presence across the country through our regional offices at Mumbai, New Delhi, Ahmedabad, Chennai, Bangalore and Nagpur.

We operate as a professionally managed company with our Board comprising of Executive Directors, Non-Executive Directors, Women Director and Independent Directors. Over the last four decades, we have gained proficiency in providing corporate solutions in power, energy efficiency, renewable energy, climate change and environmental management sectors. Over the years, we have diversified into providing services to banking, infrastructure and biotechnology sectors. We provide solutions to our clients depending on their requirements inter alia including feasibility studies, detailed project reports, techno economic feasibility reports, financial syndication, lender's engineer services, EIA, basic and detailed engineering, bid process management, project management, cluster development, technical/ financial restructuring, energy audits, corporate debt restructuring, due diligence, qualitative and market research, assets/ business valuation and consultation services in wind power project. We also conduct IT based training courses and skill based training programs.

In addition, MITCON considers the Sustainable Development Goals (SDGs) an important initiative for realizing a sustainable society and improving people's Quality of Life (QoL). Thus, MITCON is carrying out its Engineering and Consultancy Services which cater ESG Reporting, Sustainability Reporting, Climate Change Mitigation & Adaptation, Carbon Neutrality & Net Zero, Carbon Credits & Trading to achieve UN's Sustainable Development Goals. Also, we ensure our work towards the project we execute too are contributing towards major SDGs.

MITCON has successfully completed 18000+ Consulting Assignments across 50+ Countries in Asia, Middle East, and African Markets and have trained more than 25 Lakh individuals under various Government & Non-Government Skill Development & Entrepreneurship Programs with record 75% placements. MITCON has also successfully completed 25000+ studies this Markets

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2023

To our knowledge and belief, no circumstances other than those disclosed in this Draft Letter of Offer have arisen since the date of the last financial statements contained in this Draft Letter of Offer which materially affect or is likely to affect, the trading and profitability of our company, or the value of our assets or our ability to pay material liabilities within the next 12 months

SIGNIFICANT FACTORS AFFECTING OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS

- Our clients may operate in sectors which are adversely impacted by climate change which could consequently impact our business;
- The financial stability of our clients may be affected owing to several factors such as demand and supply challenges, currency fluctuations, regulatory sanctions, geo-political conflicts and other macroeconomic conditions which may adversely impact our ability to recover fees for the services rendered to them.;
- Intense competition in the market for engineering consultancy services could affect our win rates and pricing, which could reduce our market share and decrease our revenues and our profits;
- Our business will suffer if we fail to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and in the industries on which we focus;
- Our expenses are people centric and fixed in nature, which could cause fluctuations to our profitability;
- Our success depends largely upon our highly skilled professionals and our ability to hire, attract, motivate, retain and train these personnel;
- Some of our failure to complete fixed-price and fixed-timeframe contracts, or transaction-based pricing contracts, within budget and on time, may negatively affect our profitability;
- Some of our client contracts can typically be terminated without cause, which could negatively impact our revenues and profitability;
- Some of our client contracts are often conditional upon our performance, which, if unsatisfactory, could result in lower revenues than previously anticipated;
- Our work with governmental agencies may expose us to additional risks;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- Occurrence of natural calamities or natural disasters affecting the areas in which our Company has operations;
- Changes in the policies of the government of India or political instability may adversely affect economic conditions in India generally, which could impact our business and prospects, and
- General, political, economic, social and business conditions in India and other global markets.

SIGNIFICANT ACCOUNTING POLICIES

For disclosure of our Significant Accounting policies as at and for the year ended March 31, 2023, as required by Ind AS 1 and other applicable standards, see section titled "***Financial Information***" on page 127.

CHANGE IN ACCOUNTING POLICIES

Except as mentioned in chapter "***Financial Information***" on page 127, there has been no change in accounting policies during the 9 months ended December 31, 2023 and during the Fiscal ended March 31, 2023.

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth certain information with respect to our results of operations for the periods indicated on consolidated basis.

(Amount in ₹ lakhs)

Particulars	Nine months ended on December 31, 2023		Nine months ended on December 31, 2022	
	Amount	% of Total Revenue	Amount	% of Total Revenue
Revenue from Operations	8,945.51	98.5%	5,567.41	96.9%
Other Income	135.81	1.5%	180.03	3.1%
Total Revenue	**9,081.32**	**100.0%**	**5747.44**	**100.0%**
Expenses				
Operating Cost	4,008.55	44.1%	1,907.7	33.2%
Changes in Inventory	-348.79	-3.8%	-80.53	-1.4%
Employee Benefit Expenses	2,221.86	24.5%	1,744.64	30.4%
Finance Costs	855.22	9.4%	698.26	12.1%
Depreciation and Amortization Expenses	549.97	6.1%	441.92	7.7%
Other Expenses	957.37	10.5%	862.79	15.0%

Total Expenses	**8,244.18**	**90.8%**	**5,574.78**	**97.0%**
Profit/(Loss) before tax & Exceptional Items	**837.14**	**9.2%**	**172.66**	**3.0%**
Less: Exceptional Items	-	-	-	-
Less/Add: Share of Profit/Loss of Associate (Net of Tax)	-24.62	-0.3%	-	-
Profit/(Loss) before tax (After Exceptional items, Share of Profit/Loss of Associate)	812.52	**8.9%**	**172.66**	**3.0%**
Net Tax Expenses	498.5	5.5%	-201.33	-3.5%
Profit/(Loss) after tax	**314.02**	**3.5%**	**373.99**	**6.5%**

OVERVIEW OF RESULTS OF OPERATION

On consolidated basis for 9 months ended December 31, 2023, compared to 9 months ended December 31, 2022

Total Revenue

Our total revenue for the 9 months ended December 31, 2023, was ₹ 9,081.32 lakhs as compared to ₹ 5,747.44 lakhs for the 9 months ended December 31, 2022, representing an increase of 58.01 %. Total revenue comprises of:

Revenue from Operations

Our revenue from operations for the 9 months ended December 31, 2023, was ₹ 8,945.51 lakhs as compared to ₹ 5,567.41 lakhs for the 9 months ended December 31, 2022, representing an increase of 60.68%. This increase was primarily due attributed to the initiation of new projects, with the majority of the increased revenue stemming from project service fees.

Other Income

Other income for the 9 months ended December 31, 2023, was ₹ 135.81 lakhs as compared to ₹ 180.03 lakhs for the 9 months ended December 31, 2022, representing a decrease of 24.56 %. The decline is mainly due to reduction in income generated from other non-recurring income and profit on sale of investments.

Total Expenses

Our total expenditure for the 9 months ended December 31, 2023, was ₹ 8,244.18 lakhs as compared to ₹ 5,574.78 lakhs for the 9 months ended December 31, 2022, representing an increase of 47.88 %. Total expenditure comprises of:

Operating Expenses

The operating expenses for the 9 months ended December 31, 2023, was ₹ 4,008.55 lakhs as compared to ₹ 1,907.7 lakhs for the 9 months ended December 31, 2022, representing an increase of 110.12%. This was primarily due to higher project related costs.

Employee Benefit Expenses

Employee benefit expense for the 9 months ended December 31, 2023, was ₹ 2,221.86 Lakhs as compared to ₹ 1,744.64 Lakhs for the 9 months ended December 31, 2022, representing an increase of 27.35%. The primary reason for this increase was the rise in salaries, coupled with the addition of new employees.

Finance Cost

Finance costs for the 9 months ended December 31, 2023, was ₹ 855.22 Lakhs as compared to ₹ 698.26 Lakhs for the 9 months ended December 31, 2022, representing an increase of 22.48 %. The increase in the finance cost was due to increment in total indebtedness.

Depreciation and Amortization Expense

Depreciation and amortization expense for the 9 months ended December 31, 2023, was ₹ 549.97 Lakhs as compared to ₹ 441.92 Lakhs for the 9 months ended December 31, 2022, representing an increase of 24.45%. The increase in depreciation was on account of increase in fixed tangible and intangible assets.

Other Expenses

The other expenses for the 9 months ended December 31, 2023, was ₹ 957.37 Lakhs as compared to ₹ 862.79 Lakhs for the 9 months ended December 31, 2022, representing an increase of 10.96%. This increase is primarily attributable to increases expenditure on promotional activities, travelling, conveyance and software charges.

Profit/(Loss) Before Tax

The profit/(loss) before tax for the 9 months ended December 31, 2023, was ₹ 812.52 Lakhs as compared to ₹ 172.66 for the 9 months ended December 31, 2022, representing an increase of 370.59 %. The previously mentioned reasons accounted for major gain in profit.

Tax Expenses

Tax expense for the 9 months ended December 31, 2023, was ₹ 498.5 Lakhs as compared to ₹ (201.33) Lakhs for the 9 months ended December 31, 2022, representing an increase of 347.60 %.

Profit/(Loss) After Tax

The profit/(loss) after tax for the 9 months ended December 31, 2023, was ₹ 314.02 Lakhs as compared to ₹ 373.99 Lakhs for the 9 months ended December 31, 2022, representing a decrease of 16.04% The profits decreased on account of various reasons discussed above.

Fiscal 2023 compared to Fiscal 2022

(Amount in ₹ lakhs)

Particulars	Fiscal 2023		Fiscal 2022	
	Amount	% of Total Revenue	Amount	% of Total Revenue
Revenue from Operations	8,365.16	97.5%	10,650.32	98.8%
Other Income	210.2	2.5%	125.62	1.2%
Total Revenue	**8,575.36**	**100.0%**	10,775.94	**100.0%**
Operating Cost	2,965.85	34.6%	6,063.1	56.3%
Changes in Inventory	- 64.89	-0.8%	-28.02	-0.3%
Employee Benefit Expenses	2,485.14	29.0%	1,835.01	17.0%
Finance Costs	957.56	11.2%	837.69	7.8%
Depreciation and Amortization Expenses	606.24	7.1%	532.3	4.9%
Other Expenses	1,392.35	16.2%	1,156.88	10.7%
Total Expenses	8,342.25	**97.3%**	10,396.96	**96.5%**
Profit/(Loss) before tax & Exceptional Items	**233.11**	**2.7%**	**378.98**	**3.5%**
Less: Exceptional Items	-	0.0%	-	0.0%
Profit/(Loss) before tax (After Exceptional items)	233.11	**2.7%**	**378.98**	**3.5%**
Net Tax Expenses	-146.55	-1.7%	229.26	2.1%
Share of Profit in Associates	59.58		0	
Profit/(Loss) after tax	**439.24**	**4.4%**	**149.72**	**1.4%**

OVERVIEW OF RESULTS OF OPERATION

On consolidated basis for the Fiscal 2023, compared to Fiscal 2022

Total Revenue

Our total revenue for the Fiscal 2023, was ₹ 8,575.36 lakhs as compared to ₹ 10,775.94 lakhs for the Fiscal 2022, representing a decrease of 20.42%. Total revenue comprises of:

Revenue from Operations

Our revenue from operations for the Fiscal 2023, was ₹ 8,365.16 Lakhs as compared to ₹ 10,650.32 Lakhs for the Fiscal 2022, representing a decrease of 21.46%. This was primarily due to fewer new projects being added in the Fiscal 2023 which led to decreased revenue from this segment.

Other Income

Other income for the Fiscal 2023, was ₹ 210.2 Lakhs as compared to ₹ 125.62 Lakhs for the Fiscal 2022, representing an increase of 67.33 %. The growth in other income was due to addition of interest income earned from security deposit along with gain on assets sold and profit earned from sale of investment.

Total Expenses

Our total expenditure for the Fiscal 2023, was ₹ 8,342.25 Lakhs as compared to ₹ 10,396.96 Lakhs for the Fiscal 2022, representing a decrease of 19.76 %. Total expenditure comprises of:

Operating Cost

The cost of goods sold for the Fiscal 2023, was ₹ 2,965.85 Lakhs as compared to ₹ 6,063.10 Lakhs for the Fiscal 2022, representing decrease of 51.08 %. This fall was because of drastic reduction in Project cost in the Fiscal 2023.

Employee Benefit Expenses

Employee benefit expense for the Fiscal 2023 was ₹ 2,485.14 Lakhs as compared to ₹ 1,835.01 Lakhs for the Fiscal 2022, representing an increase of 35.43%. The increase was primarily on account of increase in overall salary and wages, along with increase in employee welfare and training expenses.

Finance Cost

Finance costs for the Fiscal 2023, was ₹ 957.56 Lakhs as compared to ₹ 837.69 Lakhs for the Fiscal 2022, representing an increase of 14.31%. The increment in finance cost was due to increase in borrowings (Debentures and Bank Overdraft) and dividend on preference shares.

Depreciation and Amortization Expense

Depreciation and amortization expense for the Fiscal 2023, was ₹ 606.24 Lakhs as compared to ₹ 532.3 Lakhs for the Fiscal 2022, representing an increase of 13.89%. The increase during the year is attributable to addition of tangible assets for business purpose.

Other Expenses

Other expenses for the Fiscal 2023, was ₹ 1,392.35 Lakhs as compared to ₹ 1,156.88 Lakhs for the Fiscal 2022, representing an increase of 20.35 %. Increase in advertisement expenses, general admin related expenses along with certain miscellaneous costs resulted in increased other expenses.

Profit/(Loss) Before Tax

The profit/(loss) before tax for the Fiscal 2023, was ₹ 233.11 Lakhs as compared to ₹ 378.98 Lakhs for the Fiscal 2022 representing a decrease of 38.49 %. The above mentioned variables were the main cause of decline in profits.

Tax Expenses

Tax expenses for the Fiscal 2023, was ₹ -146.55 Lakhs as compared to ₹ 229.26 Lakhs for the Fiscal 2023, representing a decrease of 163.92%. The decrease in the tax expenses was on account of decrease in business profit for the year.

Profit/(Loss) After Tax

The profit/(loss) after tax for the Fiscal 2023, was ₹ 379.66 Lakhs as compared to ₹ 149.72 Lakhs for the Fiscal 2022, representing a increase of 153.58 %. The above-mentioned factors were the cause of increase in earning after tax.

MATERIAL DEVELOPMENTS

Other than as stated in "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 224, there have not arisen, since the date of the Limited Reviewed Financial Results disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND DEFAULTS

Our Company and its Subsidiaries is involved in certain legal proceedings from time to time, which are primarily in the nature of tax disputes, civil suits, and petitions pending before various authorities.

Except as disclosed below, there is no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company and its Subsidiaries; (ii) material violations of statutory regulations by our Company and its Subsidiaries; (iii) economic offences where proceedings have been initiated against our Company and its Subsidiaries; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

*Any outstanding litigation involving our Company and its Subsidiaries i.e., proceedings other than litigation involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences, shall be considered material and shall be disclosed in this Draft Letter of Offer, if (i) the monetary claim involved in such proceedings is an amount exceeding 10% of Profit after Tax as per latest audited financial statement ("**Materiality Threshold**"), and/or (ii) is otherwise determined to be material in terms of the Materiality Policy.*

Pre-litigation notices received by our Company and its Subsidiaries from third parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) has not been evaluated for materiality until such time our Company and its Subsidiaries are impleaded as defendants in litigation proceedings before any judicial/ arbitral forum.

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Letter of Offer.

Litigations involving our Company

There are no issues of moral turpitude or criminal liability, material violations of statutory regulations or economic offences or material pending matters involving our Company, except as follows:

A. Proceedings involving issues of moral turpitude or criminal liability

i. Criminal Litigations initiated against our Company:

1. Chargesheet bearing number RC-1(E)/2018/CBI/BS&FB/BLR

The Central Bureau of Investigation, BSFB, Bangalore ("**Complainant**") filed a chargesheet bearing number RC-1(E)/2018/CBI/BS&FB/BLR ("**Chargesheet**") before the Hon'ble Additional City Civil Judge and Special Judge for CBI Cases, Bangalore ("**Court**") against M/s Sri Krishna Stockist and Traders Private Limited ("**Accused 1**"), T. Kanna Rao ("**Accused 2**"), T. Venkataramana ("**Accused 3**"), Andhra Pradesh Industrial and Technical Consultancy Organisation ("**Accused 4**"), Mitcon Consultancy and Engineering Services Limited ("**Accused 5**"), and unknown Public Servants and others (collectively, "**Accused**") under section 120-B read with section 420 of the Indian Penal Code and section 13(2) read with section 13(1) of the Prevention of Corruption Act, 1988. The Complainant has filed this chargesheet based on the written complaint bearing number IFCI/LEGAL/SKSTPL/2018-180124095 dated January 25, 2018 received from Mathur Bajaj, Assistant General Manager (Law), Industrial Finance Corporation of India Limited ("**IFCI**") for causing wrongful loss to the extent of Rs. 80,00,93,046.08 as on September 30, 2017 to IFCI. The Chargesheet is presently pending before the Court and the next date of hearing is May 31, 2024.

ii. Criminal Litigations initiated by our Company:

1. Mitcon Consultancy & Engineering Services Limited vs. Shetkari Sakhar Karkhana Limited and Others - S.C.C. No./41227/2018 and S.C.C. No./45952/2018

Mitcon Consultancy & Engineering Services Limited ("**Mitcon**") filed complaint bearing numbers S.C.C. No./41227/2018 and S.C.C. No./45952/2018 against Shetkari Sakhar Karkhana Limited ("**Accused No. 1**") and Others (**Accused No. 2 to 9 are directors of Accused No. 1**) (Collectively the, "**Accused**") under Section 138 of the Negotiable Instruments Act, 1881, before the Court of Judicial Magistrate, First Class, Pune. The Accused approached Mitcon in the month of July 2015 and sought consultancy of project management and engineering services from Mitcon at the site of the Sugar Factory of Accused No. 1. The Accused issued a work order dated September 20, 2015 ("**Work Order**"), which was accepted by

Mitcon. The estimated/agreed cost of the entire project was Rs. 1,51,00,000. In pursuance of the Work Order and specification of the Accused, Mitcon raised invoices, amounting to Rs. 50,44,000. It is claimed by Mitcon that the Accused committed default in payment of the outstanding amount of Rs. 50,44,000, which means that the Accused are liable to pay the said amount with interest agreed @ 18% p.a. mentioned in the invoices. Following the non-payment of the outstanding amount, Mitcon filed Company Petition No. IB-1349(MB)/2017 before the National Company Law Tribunal ("**NCLT**"). In the abovementioned petition before the NCLT, the Accused agreed to pay Rs. 20,00,000 as a settlement and executed the Settlement dated June 18, 2018. The Accused gave two cheques bearing no. 003983 ("**Cheque No. 1**") and 003988 ("**Cheque No. 2**") dated June 22, 2018 and August 17, 2018 respectively, of Rs. 10,00,000 each. On July 10, 2018, Mitcon presented and deposited Cheque No. 1, however, it was dishonoured with a remark "Funds Insufficient". Similarly, on August 29, 2018, Mitcon presented and deposited Cheque No. 2, and it was dishonoured with a remark "Funds Insufficient". Despite multiple reminders about the dishonour of Cheque No. 1 and Cheque No. 2, the Accused failed and neglected to make the payment of Rs. 10,00,000 in both the scenarios. Hence, these complaints have been filed.

B. Matters involving material violations of statutory regulations by our Company

As on the date of this Draft Letter of Offer, there are no proceedings/matters involving material violations of statutory regulations by our Company.

C. Economic offences where proceedings have been initiated against our Company

As on the date of this Draft Letter of Offer, there are no economic offences initiated against our Company.

D. Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold and other pending matters, which if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company

i. Civil Litigations initiated against our Company:

1. Suresh Gangadhar Pawar vs. Mitcon Consultancy and Engineering Services Limited – Arbitration Proceedings

Suresh Gangadhar Pawar ("**Claimant**") initiated an Arbitration Proceeding before the Arbitral Tribunal comprising of Justice S.R. Sathe (Retd.), Presiding Arbitrator, Shri. Sadashiv S. Deshmukh, (Retd. Principal District Judge), Co-Arbitrator and Shri. Jayprakash S. Kapre (Retd. District Judge), Co-Arbitrator (collectively "**Arbitral Tribunal**") against Mitcon Consultancy and Engineering Services Limited ("**Respondent**"). The Claimant and the Respondent entered into a Memorandum of Understanding dated December 2, 2002 ("**MOU**"). As per the MOU, the Respondent had established a new division under the name Securitization and Financial Enforcement Division ("**SAFE Division**") and the Claimant would be the head of the SAFE Division and agreed that the surplus of the SAFE Division arrived at, after debiting all the related expenditure shall be shared in the ratio of 50:50 by the Claimant and the Respondent. The MOU was renewed from time to time and lastly it was renewed on October 17, 2008 ending at September 30, 2011. In June 2011, a dispute arose between the Claimant and the Respondent, therefore, the Respondent issued notice dated June 30, 2011 and terminated the MOU on September 30, 2011. According to the Respondent, Respondent was liable to payment of Rs. 14,29,752 to the Claimant. However, as per the claim statement produced by the Claimant, Respondent owed Rs. 93,49,752. During the pendency of this Arbitration Proceedings, the Claimant filed a Company Petition bearing number 462 of 2012 before the Hon'ble High Court of Bombay ("**Court**"). The Court directed the respondent to pay Rs.14,29,752 which according to the Respondent was payable to the Claimant and therefore, paid the said amount to the Claimant. The Arbitral Tribunal passed preliminary Award dated July 21, 2019 for payment of interest at the rate of 10% on Rs.14,29,752 from October 1, 2011 to the date on which respondent paid the above-mentioned amount, that is, February 27, 2013 to the Claimant and Rs. 3,00,000 as cost for this Arbitrary Proceedings. The Arbitration Proceeding is currently pending. The next date of hearing is May 07, 2024.

2. Suresh Gangadhar Pawar vs. Mitcon Consultancy and Engineering Services Limited

Suresh Gangadhar Pawar ("**Applicant**") filed a Civil Miscellaneous Application bearing number 1350 of 2019 ("**Application**") before the Hon'ble District Judge, Pune ("**Court**") against Mitcon Consultancy and Engineering Services Limited ("**Respondent**"). The Applicant has filed this Application before the Court challenging the award dated July 21, 2019 ("**Impugned Award**") passed by the Arbitration Tribunal in a dispute between the Applicant and the Respondent. The Applicant has prayed before the Court for quashing and setting aside the Impugned Award partially only to the extent of – not allowing the claim of the Applicant for Rs. 1,41,530 in issue number vii, Rs. 2,94,667 in issue number viii, Rs. 1,41,928 in issue number iii. Rs. 3,41,250 in issue number ii, only allowing claim of Rs. 3,00,000 against the claim of Rs. 6,75,000 of the Applicant. The Application is presently pending and the next date of hearing is May 07, 2024.

3. Shubhangi Vivek Joshi vs. Shilpa Vikas Kantikar and ors.

Shubhangi Vivek Joshi ("**Plaintiff**") filed a Special Civil Suit bearing number 411 of 2014 ("**Suit**") before the Hon'ble Civil Judge Senior Division, Nagpur ("**Court**") against Shilpa Vikas Kantikar ("**Defendant 1**"), Rishikesh Vikar Kanitkar ("**Defendant 2**"), State Bank of India, VRCE Branch ("**Defendant 3**"), State Bank of India, SARB ("**Defendant 4**"), Mitcon Consultancy and Engineering Services Limited ("**Defendant 5**"), Vivek Ashok Joshi ("**Defendant 6**") and ARCEL ("**Defendant 7**"), (collectively "**Defendants**"). The Plaintiff contends Defendant 1 and Defendant 3 along with husband of Defendant 1, Vikas Kanitkar had provided a hand loan of Rs. 1,00,000 against a mortgaging the suit flat somewhere around December 2003, which was originally owned by one Latika Joshi, aunt of Defenant 6 and which was bequeathed by her to the Plaintiff and Defendant by a will dated June 6, 2006. However, to the shock of the Plaintiff, the Defendant 1 and husband of Defendant 1 has executed a Sale Deed instead of a Mortgage Deed on January 1, 2004. Thereafter, the Defendant 1 and husband of Defendant 1 further, mortgaged the said flat to Defendant 3 to 5 against a loan of Rs.5,00,000 and in the said flat was to be auctioned somewhere in 2013-2014. Therefore, the Plaintiff has filed this Suit before the Court praying for permanent, mandatory and preventive injunction against the auction and to declare that the Plaintiff is rightful owner of the said flat under the will executed by Latika Joshi and to restrain Defendant 1 to 5 from creating any third party interests. The Suit is presently pending and the next date of hearing is July 20, 2024.

4. Canara Bank vs. Bank of Maharashtra and ors.

Canara Bank ("**Applicant**") had filed a Transferred Original Application bearing number 232 of 2017 and Transferred S.A. bearing number 547 of 2016 ("**Application**") before the Hon'ble Mumbai Debts Recovery Tribunal 2 ("**Tribunal**") against Bank of Maharashtra ("**Respondent 1**"), Mitcon Consultancy Services ("**Respondent 2**"), Suhas V. Gadre ("**Respondent 3**"), Asha S. Gadre ("**Respondent 4**"), Manju Niketan Premises Co-op Housing Society ("**Respondent 5**"), Bank of India ("**Respondent 6**") and Central Bank of India ("**Respondent 7**") (collectively "**Respondents**"). This Applicant states that it had disbursed Term Loan of Rs. 14,50,000 on March 9, 2004 to Respondent 3 against the security of Shop belonging to Respondent 3. The Applicant further contends that the Respondent 3 has executed several other security documents and through the Public Notice of Respondent 1 and through proceedings it was discovered that Respondent 3 had executed security documents with Respondent 6 and Respondent 7. Therefore, the Applicant had filed this Application before the Tribunal praying for Respondent 6 and Respondent 7 be impleaded and the sale proceeds against the shop be transferred to the Applicant as they are genuine documents of title. The Application is presently pending and the next date of hearing is June 26, 2024.

Oriental Bank of Commerce vs. Gaganjit Kaur Vijan and Ors.

Oriental Bank of Commerce ("**Applicant**") filed a Marji Application bearing number 65 of 2017 in RAD Suit 111 of 2010 ("**Application**") before the Hon'ble Small Causes Court at Bandra, Mumbai ("**Court**") against Gaganjit Kaur Vijan ("**Respondent 1**"), Kamaljeet Singh Vijan ("**Respondent 2**"), R. Krishna Murthy ("**Respondent 3**") and Mitcon Consultancy Services ("**Respondent 4**"). The Applicant had filed a miscellaneous application before the Court against the ex-parte order dated August 8, 2013 passed by the Court. The Court has issued a Show Cause Notice to Respondent 4 dated October 7, 2017 to show cause against the Application. The Application is presently pending before the Court and the next date of hearing is June 26, 2024.

ii. Civil Litigations initiated by our Company:

1. Mitcon Consultancy and Engineering Services Limited vs. Suresh Gangadhar Pawar

Mitcon Consultancy and Engineering Services Limited ("**Petitioner**") filed an Arbitration Petition bearing number 914 of 2019 ("**Arbitration Petition**") before the Hon'ble District Judge, Pune ("**Court**") against Suresh Gangadhar Pawar ("**Respondent**"). The Petitioner has filed this Arbitration Petition before the Court challenging the award dated July 21, 2019 ("**Impugned Award**") passed by the Arbitration Tribunal in a dispute between the Respondent and the Petitioner. The Petitioner has prayed before the Court for quashing and setting aside the Impugned Award partially only to the extent of – (i) the Arbitration Tribunal's finding on entitlement of Respondent in his share in surplus arising out of recovery of outstanding dues of SAFE Division as on September 30, 2011 based on the debtor's list as on September 30, 2011, through the outstanding dues are recovered by the Petitioner after September 30, 2011, (ii) directing the Petitioner to pay interest at the rate of 10% per annum on the amount of Rs. 14,92,752 from October 1, 2011 to the date on which Petitioner paid this amount, that is, February 27, 2013 to the Respondent, within 3 months from the date of award, (iii) Repondent's entitlement to his share in TDS credits received from the client banks/ financial institutions and not shared with the claimant, received by the Petitioner after September 30, 2011, (iv) Directing Petitioner to pay to the Respondent the costs of arbitration proceedings and stay the operation and execution of the impugned award passed by the Arbitration Tribunal.

2. Mitcon Consultancy and Engineering Services Limited vs. IFCI Limited and Ors.

Mitcon Consultancy and Engineering Services Limited ("**Petitioner**") filed a Writ Petition bearing number 66 of 2018 ("**Writ Petition**") before the Hon'ble High Court of Bombay ("**Court**") against IFCI Limited ("**Respondent 1**"), Under Secretary, Department of Financial Services ("**Respondent 2**"), Union of India ("**Respondent 3**"), Central Vigilance Commission ("**Respondent 4**"), Indian Banks Association ("**Respondent 5**"). The Petitioner contends that M/s Anudeep Associates, a Government Registered Valuer from Hyderabad was introduced to the Petitioner in April 2014 by one of the officers of the Respondent 1. Thereafter, on September 9, 2014, the Respondent 1 appointed Petitioner for carrying out valuation of land parcels offered by as collateral security by M/s VNR Infra Limited, a borrower of the Respondent 1. On September 19, 2014, a draft valuation report was shared vide an email by Ms. Rosi Reddy of M/s Anudeep Associates and the same was forwarded to the Respondent 1. In April 28, 2015, the Respondent 1 again appointed the Petitioner for carrying out valuation of agricultural lands of PKNR Estates Private Limited for loan availed by M/s VNR Infra Limited. The Petitioner again appointed M/s Anudeep Associates for undertaking valuation of land parcels and on May 7, 2015 Ms. Rosi Reddy of M/s Anudeep Associates emailed a draft valuation report and the same was forwarded to the Respondent 1. Thereafter, Respondent 1 declared the account of its borrower M/s VNR Infra Limited as a NPA. Therefore, on July 22, 2016, the Respondent 1 issued a Show Cause Notice seeking explanation as to why action should not be taken against the Petitioner for overvaluation of the land parcels in the valuation reports.

3. Mitcon Consultancy and Engineering Services Limited vs. IFCI Limited and Ors.

MITCON Consultancy and Engineering Services Limited ("**Petitioner**") filed a Writ Petition bearing number 2456 of 2021 ("**Writ Petition**") before the Hon'ble High Court of Bombay ("**Court**") against IFCI Limited ("**Respondent 1**") and Union of India ("**Respondent 2**") (collectively, "**Respondents**"). The Petitioner contends that the Respondent 1 vide email dated March 2, 2015 had requested for quote for carrying out valuation of land parcels to be mortgaged by M/s Sri Krishna Stockists and Traders Private Limited, Andhra Pradesh. The Petitioner contends that vide email dated March 19, 2015, they shared a draft unsigned valuation report with the Respondent 1. The Respondent 1 disbursed Rs. 40 crores on March 27, 2015 and Rs. 40 crores on December 12, 2015 based on the draft unsigned valuation report. The Petitioner further contends that the Respondent 1 sought the final valuation report on March 27, 2016, one year after the draft unsigned valuation report. The Petitioner further contends that after several personal hearings and representations to the Respondent 1, Respondent 1 on April 16, 2021 blacklisted the Petitioner for a period of 5 years from issuing valuation report. Therefore, the Petitioner had filed this Writ Petition before the Court praying for quashing and setting aside the impugned order passed by the Respondent 1 vide letter dated April 16, 2021. The Court has passed an order for stay in favour of the Petitioner. The matter is presently pending and the next date of hearing is presently not notified. In September 19, 2016, the Petitioner received a letter from Respondent 1 for blacklisting of Petitioner from the panel of valuers of Respondent 1 for a period of 5 years. On being aggrieved by the blacklisting the Petitioner approached this Court seeking stay and the same was granted and the Writ Petition was disposed off. The Respondents 2 and 3 issued a letter dated December 1, 2017 to the Respondent 5 to not rely upon the Petitioners Valuation Report. Therefore, on December 11, 2017 circulated a letter to all its member banks to not reply on the Petitioners Valuation Report. Therefore, this Writ Petition is filed before the Court praying for quashing and setting aside the letters issued by the Respondent 4 dated December 1, 2017, Respondents 2 and 3 dated December 1, 2017 and Respondent 5 dated December 11, 2017.

4. MITCON Consultancy and Engineering Services Limited vs. IFCI Limited and Ors.

MITCON Consultancy and Engineering Services Limited ("**Petitioner**") filed a Writ Petition bearing number 2457 of 2021 ("**Writ Petition**") before the Hon'ble High Court of Bombay ("**Court**") against IFCI Limited ("**Respondent 1**") and Union of India ("**Respondent 2**") (collectively, "**Respondents**"). The Petitioner contends that the Respondent 1 vide letter bearing number B'luru/Legal/Valu/VIL/2014-465 dated September 9, 2014 had requested for quote for carrying out valuation of land parcels located near Shamshabad international airport, Hyderabad, offered as collateral security by M/s VNR Infrastructures Limited. The Petitioner contends that vide email dated September 19, 2014, they shared a draft unsigned valuation report with the Respondent 1. The Respondent 1 vide its letter bearing number IFCI/BLRO/VNRIL/2015 dated April 28, 2015 again requested for quote for carrying out valuation of agriculture land accepted as collateral security of Rs. 100 crores by M/s VNR Infrastructures Limited. The Petitioner vide email dated May 8, 2015 shared a draft unsigned valuation report with the Respondent 1. Thereafter, the Petitioner received a communication on June 13, 2016 seeking clarifications on the draft unsigned valuation report shared by the Petitioner in September 2014 and May 2015. The Petitioner further contends that after several personal hearings and representations to the Respondent 1, Respondent 1 on April 16, 2021 blacklisted the Petitioner for a period of 5 years from issuing valuation report. Therefore, the Petitioner had filed this Writ Petition before the Court praying for quashing and setting aside the impugned order passed by the Respondent 1 vide letter dated April 16, 2021. The Court has passed an order for stay in favour of the Petitioner. The matter is presently pending and the next date of hearing is presently not notified.

E. Tax Proceedings initiated against our Company

(₹in lakhs)

Particulars	No. of cases	Amount involved
Direct Tax	Nil	Nil
Indirect Tax	1	45.40
Total	**1**	**45.40**

Litigations involving our Subsidiaries

There are no issues of moral turpitude or criminal liability, material violations of statutory regulations or economic offences or material pending matters involving our Subsidiaries, except as follows:

A. Proceedings involving issues of moral turpitude or criminal liability

i. Criminal Litigations initiated against our Subsidiaries:

Nil

ii. Criminal Litigations initiated by our Subsidiaries:

1. MITCON Credentia Trusteeship Services Limited vs. Novasatum Foods Private Limited and Ors.

MITCON Credentia Trusteeship Services Limited ("**Complainant**") has filed a complaint ("**Complaint**") before the Hon'ble Court of Metropolitan Magistrate, Bhoiwada, Mumbai ("Court") against Novasatum Foods Private Limited ("**Accused 1**"), Saurabh Bohra ("**Accused 2**") and Deepak Agarwal ("**Accused 3**"). The Complainant contends that the Accused 1 was desirous of raising by funds by way of debt pursuant to which the Accused 1 entered into four Debenture Subscription Agreements dated October 29, 2021 ("D**SA 1**"), November 30, 2021 ("**DSA 2**") and February 26, 2022 ("**DSA 3**" and "**DSA 4**") (Collectively known as "**DSAs**") and appointed the Complainant as debenture trustee. Further, under the DSAs the debenture holders and the Complainant appointed Klub Works Private Limited as a service provider to monitor and collect the amount repayable including debt consideration along with interest 'Repayment Amount' and balance amount pending from repayment amount due at the end of the month 'Settlement Amount'. As of October 13, 2022, the Accused 1 failed to repay the monthly dues for the months of July 2022, August 2022 and September 2022. Therefore, the representatives of the Service Provider on behalf of the Complainant addressed an email to the Accused 2 to clear the dues by October 17, 2022. Consequently, on October 17, 2022, Accused 1 made payment towards their dues for the months of July 2022 and August 2022. However, the dues for the month of September 2022and October 2022 were defaulted. The Complainant issued notice dated December 7, 2022 to clear all dues by within 10 days of receipt of the notice i.e. by December 17, 2022 and in the event of default Accused No. 1 could be called upon to repay the entire amount under DSAs. Despite repeated reminders the Accuse No. 1 did not repay the dues and the service providers scheduled e-NACH mandates to clear the amounts. The service Providers scheduled -NACH mandates towards the entire pending debt amount being Rs. 2,24,03,299. On December 19, 2022, the service provider, under the said NACH registration, cleared 4 e-NACH mandates towards the recalled dues of Rs. 2,24,03,299. The said e- NACH bounced on the same day i.e. December 19, 2022. Thereafter, on February 10, 2023, the service provider received an intimation from its bankers that on January 10, 2023, a payment of Rs. 12,00,000/- was received from Accused No. 1 into the repayment account of the Complainant, the Complainant adjusted the same against the pending dues. The Complainant attempted to clear another set of e-NACH mandates to realize their dues on march 4, 2023 amounting to Rs. 2,56,29,461. However, the same was bounce with the reason "Balance Insufficient". Aggrieved by the same the Complainant has filed this Complaint under section 25 of the Payments and Settlement Systems Act, 2007 and under the provisions of Section 138 to 147 of the Negotiable Instruments Act, 1881 for the dishonor amounting to Rs.2,56,29,461 along with 0.1% interest per day compounded daily from the date of dishonor. The matter is still pending and the next date of hearing is May 27, 2024.

B. Matters involving material violations of statutory regulations by our Subsidiaries

As on the date of this Draft Letter of Offer, there are no proceedings/matters involving material violations of statutory regulations by our Subsidiaries.

C. Economic offences where proceedings have been initiated against our Subsidiaries

As on the date of this Draft Letter of Offer, there are no economic offences initiated against our Subsidiaries.

D. Other proceedings involving our Subsidiaries which involve an amount exceeding the Materiality Threshold and other pending matters, which if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Subsidiaries

i. Civil Litigations initiated against our Subsidiaries:

1. Rahul Gagerna and Ors vs. Credas Trusteeship Services Private Limited and Ors.

Rahul Gagerna ("**Plaintiff 1**"), Kamini Kaura ("**Plaintiff 2**"), KAE Capital Fund II ("**Plaintiff 3**"), KAE Capital Fund IIA - Scheme ("**Plaintiff 4**"), Kalysta Capital Fund II (Mauritius) ("**Plaintiff 5**"), Grand Anicut Angel Fund ("**Plaintiff 6**"), Grant Anicut Trust – I ("**Plaintiff 7**") and 360 One India Private Equity Fund ("**Plaintiff 8**") filed a Commercial Suit bearing stamp number 14309 of 2023 ("**Suit**") before the Hon'ble High Court of Bombay ("**Court**") against Credas Trusteeship Services Private Limited ("**Defendant 1**"), Ikshavaku Software Ventures India Private Limited ("**Defendant 2**"), MITCON Credentia Trusteeship Services Limited (*formerly known as MITCON Trusteeship Services Limited*) ("**Defendant 3**"), Shanu Kumar ("**Defendant 4**"), Kamal Kishore Jaiswal ("**Defendant 5**"), Reena Umesh ("**Defendant 6**"), Boutique Spirit Brands Private Limited ("**Defendant 7**") and Digital India Payments Limited ("**Defendant 8**") . The Defendant 7 had issued 800 unrated, unlisted secured redeemable NCDs at face value of Rs. 2,50,000 each by way of private placement and therefore, on May 21, 2021, Defendant 7 executed a Debenture Trust Deed with Defendant 3. The Defendant 7 also executed a Deed of Hypothecation and Hypothecation Power of Attorney dated May 21, 2021 in favour of Defendant 3. The Plaintiff 1 and Plaintiff 2 and Defendants 4 to 6 (collectively "**Pledgors**") executed Share Pledge Agreement and Pledge Power of Attorney dated May 21, 2021 in favour of Defendant 3 for securing the repayment of the NCDs. Thereafter, Defendant 7 entered into an arrangement with Defendant 1 for discounting/sale/assignment of its invoices on its website being www.tradecred.com (a platform owned and operated by Defendant 2) to the extent of Rs. 40,00,00,000 and for the same Defendant 1 was appointed as security trustee. On May 21, 2021, the Defendant 7 entered into a Security Trustee Agreement with Defendant l and 2. The Defendant 7 also executed Deed of Hypothecation and Hypothecation Power of Attorney in favour of Defenant 1. Under the Bill Discounting Transaction, the time period for repayment of the invoice was agreed to be of 90 days. Thereafter, for smooth functioning and advancement of business of Defendant 7, the Plaintiffs and Defendants 4 to 6 (shareholders of Defendant 7) proposed to avail loan from HDFC Bank of Rs. 10,00,00,000. HDFC Bank requested for a *pari pasu* charge on the current assets of the Defendant 7. Therefore, the Defendant 7's shareholders sought approval of Defendant 1 and 3. The Plaintiff contends that the Defendants 1 and 3 were acting on the instructions and instigation of Defendant 8 who was interested in taking over the management of Defendant 7 and therefore, creating hurdles in the functioning of Defendant 7. The Plaintiff further contends that Defendant 1 to 3 stopped all payments due to Defendant 7 for running its business including employees salaries and appropriated entire incoming funds towards its dues. the Defendant 1 and 3 agreed to pay salaries for sales personnel, however, the same was not done. The Plaintiffs states that on March 31, 2023, the Defendant 1 addressed a letter to Plaintiffs 1 and 2 and Defendant 4 to 7 informing them that the amounts were overdue under the Bill Discounting Facility and they intended to invoke the pledge and enforce other securities. Plaintiff 1 addressed an email dated April 5, 2023, to Defendant l and 2 and informed them that the shareholders are in the process of raising further capital from their investors and would resolve the issue. On April 20, 2023, one of the representatives of the Defendant 2 vide an email informed that they were working out on a plan to release necessary salaries and also to maintain current account. Defendant 1 issued notice dated May 5, 2023 under section 138 of the Negotiable Instruments Act for dishonour of a cheque issued by Defendant 7. The Defendant 1 also issued another notice dated May 5, 2023 for sale of pledged shares of the Pledgors. On May 6, 2023, the Defendant 3 to Defendant 7 issued a notice of default under the clause of cross default. On May 13, 2023, Defendant 3 called upon Defendant 7 to make payment of the entire redemption amount within a period of seven days from the receipt of the notice, failing which it was stated that they shall take necessary action for enforcement of security. The Plaintiffs have therefore, instituted this Suit before the Court praying to pass an order of permanent and mandatory injunction against Defendant 1 to 3 and Defendant 8 and pass an order and decree of Rs. 120,90,91,984 against Defendant 1 to 3 and Defendant 8 and direct to pay the said amount jointly and/or severally. The Plaintiffs also filed an Interim Application bearing stamp number 14342 of 2023. However, the same was rejected by the Court vide order dated May 31, 2023 before the Court for interim reliefs The Suit is presently pending before the Court and the next date of hearing is yet to be notified.

2. We Founder Circle Private Limited and ors. vs. Chillpill Ventures Private Limited and ors.

We Founder Circle Private Limited ("**Applicant 1**"), Evolvex Accelerator Private Limited ("**Applicant 2**") and MITCON Credentia Trusteeship Services Limited ("**Applicant 3**"), (collectively "**Applicants**") filed a Company Application ("**Application**") before the Hon'ble Company Law Tribunal, Chandigarh ("**Tribunal**") against Chillpill Venture Private Limited ("**Respondent 1**"), Akaljyot Kaur ("**Respondent 2**") and Amandeep Kaur ("**Respondent 3**"). The Respondent 2 and 3 directors of Respondent 1 approached the Applicants for raising funds in the month of June 2022. Pursuant to which the Applicants subscribed unlisted secured redeemable Non-convertible debentures ("**NCD**") of the Respondent 1, wherein Applicant 1 subscribed to 250 NCDs of face value Rs. 1,00,000 amounting to Rs. 2,50,00,000 and Applicant 2 subscribed to 100 NCDs of face value Rs. 1,00,000 amounting to Rs. 1,00,00,000 under a NCD Subscription Agreement dated August

10, 2022 ("**NCD Agreement**"). Thereafter, Applicant 1 transferred Rs. 1,40,00,000 on August 12, 2022 and Rs. 1,10,00,000 on August 17, 2022 and Applicant 2 transferred Rs. 1,00,00,000 on August 12, 2022, in the account of the Respondent 1. A Debenture Trust Deed dated August 10, 2022 was executed between the Respondent 1 and Applicant 3. Under the terms of NCD Agreement the Respondent 1 was liable to make repayment of the principal amount on monthly basis in equal instalments along with interest at the rate of 14% per annum on the principal amount of debt amounting to Rs. 3,50,00,000. The Applicants state that the Respondent 1 has not paid any interest from June 2023 onwards and therefore, became liable to additional default interest at the rate of 12% per annum. The Applicants had sent a legal notice dated September 18, 2023 and recall legal notice dated October 16, 2023. Therefore, the Applicants filed this Application before the Tribunal praying for Rs. 2,24,63,628 to Applicant 1 and Rs. 89,85,451 to Applicant 2. The Application is presently pending and the next date of hearing is May 17, 2024.

ii. Civil Litigations initiated by our Subsidiaries:

1. Krishna Windfarms Developers Private Limited vs. Central Electricity Regulatory Commission, the Solar Energy Corporation of India and Maharashtra Electricity Distribution Company Limited

Krishna Windfarms Developers Private Limited ("**KWDL**") has filed an appeal bearing no. APL-0000004/2020 against the order dated November 8, 2019 in Petition bearing number 27/MP/2019 ("**Impugned Order**") of the Central Electricity Regulatory Commission ("**Respondent No. 1**"), which was passed in favour of the Solar Energy Corporation of India ("**Respondent No.2**") and Maharashtra Electricity Distribution Company Limited ("**Respondent No. 3**"). KWDL participated in a competitive bid process and was declared as a successful bidder for the 10 MW Solar Voltaic Project against Request for Selection tender No. SECI/JNNSN/P2/B-3/RFS/MH/082015 dated August 27, 2015 ("**Rfs**") issued by Respondent No. 2 for selection of Solar Power Developer for development of cumulative capacity of 500MW in the State of Maharashtra. Accordingly, vide Letter of Intent dated March 10, 2016 ("**LOI**"), Respondent No. 2 appointed KWDL for developing the Solar Project. In accordance with the LOI and as a precondition to execute a Power Purchase Agreement ("**PPA**") with Respondent No. 2 under Article 3.11 of the Rfs, KWDL furnished two bank guarantees amounting to Rs. 2,40,00,000 and Rs. 60,00,000 ("**PBGs**") respectively, which covered the period from July 8, 2016 to April 7, 2018. On November 8, 2016, the Government of India declared demonetisation of certain denominations of Indian Currency notes, which caused a delay in the execution of the project. KWDL, on September 20, 2017, informed the Government of Maharashtra ("**GOM**") that the project has been delayed due to force majeure events and requested GOM to advice Respondent No. 2 to not take any punitive actions as stipulated in the PPA for delay in fulfilment of the obligations stated in the PPA. However, SECI invoked the PBGs of the KWDL totalling an amount of Rs. 3 crores, vide letter dated September 29, 2017, which KWDL claims to be illegal. KWDL then approached the Delhi High Court ("**DHC**") in lieu of the same for restraining the Respondent No. 2 from the invoking the PBGs by way of temporary injunction. Vide its order dated October 4, 2017, DHC was pleased to maintain the status quo and further restrained the banks to make payments to Respondent No. 2 with respect to encashing the PBGs. However, on October 11, 2017, the Bank of India, against the order of the DHC, liquidated the FD of KWDL to an equivalent amount of the PBGs and remitted the amount to Respondent No. 2. Hence, the Petition bearing no. 27/MP/2019 dated January 10, 2018 was filed by KWDL before Respondent No. 1 for seeking reliefs. By way of an interim arrangement, a consent order was passed by DHC on February 21, 2018 and agreed upon by the parties whereby the PGBs shall be released back in favour of the Appellant and shall not be encashed by Respondent No. 2. Then an amended petition was filed by KWDL before Respondent No. 1, which was accordingly allowed. However, on April 26, 2019, Respondent No. 3 filed its reply making allegations against KWDL on account of loss caused to it due to delay cased in commissioning of the project by KWDL. Vide the impugned order, Respondent No. 1 held that Respondent No. 2 is well within its rights to encash the PBGs. Aggrieved by the impugned order, this appeal has been filed. The matter is currently pending and the next date of hearing is yet to notified.

E. Tax Proceedings initiated against our Subsidiaries

(₹in lakhs)

Particulars	No. of cases	Amount involved
Direct Tax	2	Not Ascertainable
Indirect Tax	Nil	Nil
Total	**2**	**Not Ascertainable**

Note: Our Step-down Subsidiaries namely, MSPL Unit 2 Limited, MSPL Unit 3 Limited, MSPL Unit 4 Limited and Planeteye Infra-AI Limited does not have TDS Traces Registration. Further, one of our Step-Subsidiary Planeteye Infra-AI Limited does not have GST Registration.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company requires various licenses, registrations, permits and approvals issued by relevant central and state authorities under various rules and regulations for carrying on its present business activities. Further, our obligation to obtain and renew such licenses, registrations, permits and approvals may arise periodically and applications for such approvals are made/will be made at the appropriate stage.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the Objects.

For further details, please see "***Objects of the Issue***" on page 46.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board, pursuant to its resolution dated March 07, 2024 authorised the Issue under Section 62(1)(a) of the Companies Act, 2013.

Our Board, in its meeting held on [●] has resolved to issue the Equity Shares on rights basis to the Eligible Equity Shareholders, at ₹[●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 3,500 Lakhs. The Issue Price is ₹[●] per Equity Share and has been arrived at by our Company in consultation with the Lead Manager prior to determination of the Record Date.

On Application, Investors will have to pay ₹[●] per Rights Equity Share, which constitutes [●]% of the Issue Price and the balance ₹[●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on one or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time.

Our Company has received 'in-principle' approval for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, vide letter bearing reference number [●] dated [●] issued by NSE for listing of the Rights Equity Shares to be Allotted pursuant to the Issue. Our Company will also make application to NSE to obtain their trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Eligible Equity Shareholders of our Company. Our Company has been allotted ISIN [●] from both NSDL and CDSL for partly paid-up. For details, see "***Terms of the Issue***" on page 244 of this Draft Letter of Offer

Prohibition by SEBI or other Governmental Authorities

Our Company, our Directors have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors are associated with the securities market in any manner. Further, there are no outstanding action initiated against any of our Directors by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither of our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Association with Securities Market

We confirm that none of our Director(s) is associated with the securities market in any manner except for trading on day to day basis for the purpose of investment.

Prohibition by RBI

Neither our Company, nor our Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Letter of Offer.

Eligibility for the Issue

Our Company is a listed company and has been incorporated under the Companies Act, 2013. Our Equity Shares are presently listed on NSE. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations.

Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements, and information in compliance with the Listing Agreement or the SEBI Listing Regulations, as applicable for the last three years immediately preceding the date of filing of this Draft Letter of Offer with the SEBI.

2. The reports, statements and information referred to above are available on the websites of NSE.

3. Our Company has an investor grievance handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and is not covered under the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations, disclosures in this Draft Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchange for listing of the Rights Equity Shares to be issued pursuant to the Issue. NSE is the Designated Stock Exchange for the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THIS DRAFT LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. THE LEAD MANAGER, SRUJAN ALPHA CAPITAL ADVISORS LLP HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, SRUJAN ALPHA CAPITAL ADVISORS LLP HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED APRIL 18, 2024 WHICH READS AS FOLLOWS:

[●]

THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT LETTER OF OFFER.

Disclaimer clauses from our Company and the Lead Manager

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his own risk.

Investors who invest in the Issue will be deemed to have represented to our Company, the Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Rights Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

Caution

Our Company shall make all information available to the Eligible Equity Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Our Company, the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Securities. The Lead Manager and its respective affiliates may engage in transactions with and perform services for our Company or affiliates in the ordinary course of business and have engaged, or may in the future engage, in transactions with our Company or affiliates, for which they have received and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Pune, Maharashtra India only.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is NSE.

Disclaimer Clause of the NSE

As required, a copy of this Draft Letter of Offer has been submitted to NSE. The disclaimer clause as intimated by NSE to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with the Stock Exchange and submission with SEBI.

Selling Restrictions

The distribution of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders in offshore transactions outside the United States in compliance with Regulation S to existing shareholders located in jurisdictions where such offer and sale of the Equity Shares and/ or Rights Entitlements is permitted under laws of such jurisdictions.

Our Company will dispatch, in accordance with the SEBI ICDR Regulations, the Letter of Offer, the Abridged Letter of Offer and the Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer or Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with the Stock Exchange and submitted with SEBI. In those circumstances, this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for subscription to Equity Shares and/ or Rights Entitlements and should not be copied or re-distributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Accordingly, the Equity Shares and Rights Entitlement may not be offered or sold, directly or indirectly, and none of this Draft

Letter of Offer or any offering materials or advertisements in connection with the Equity Shares or Rights Entitlement may be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the receipt of this Draft Letter of Offer nor any sale/ offer of Equity Shares and/ or the Rights Entitlements hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time, subsequent to this date or the date of such information. The contents of this Draft Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Equity Shares or Rights Entitlements. In addition, neither our Company nor the Lead Manager are making any representation to any offeree or purchaser of the Equity Shares or the Rights Entitlements regarding the legality of an investment in the Equity Shares and/ or the Rights Entitlements by such offeree or purchaser under any applicable laws or regulations.

Each person who exercises Rights Entitlement and subscribes for Equity Shares or excess Equity Shares, or who purchases Rights Entitlement or Equity Shares shall do so in accordance with the restrictions set out below.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS DRAFT LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS DRAFT LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS.

Listing

The Rights Equity Shares offered through the Letter of Offer are proposed to be listed on NSE. Our Company will apply to NSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Consents

Consents in writing of (a) our Directors, the Registrar to the Issue, the Lead Manager, Legal Advisor to Issue, the Statutory Auditor and the Banker(s) to the Issue/ Refund Bank to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer as required under Sections 26 and 32 of the Companies Act, 2013.

Our Company has received written consent dated April 18, 2024 from our Statutory Auditor, for inclusion of their report, on the Financial Information in this Draft Letter of Offer and to include their name in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Special Tax Benefits dated April 18, 2024 in the form and context in which it appears in this Draft Letter of Offer. Such consent has not been withdrawn up to the date of this Draft Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Performance vis-à-vis objects – Public/Rights Issue of our Company

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Draft Letter of Offer.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees one thousand lakhs to Rupees five thousand lakhs. Since, the size of this Issue falls below the stipulated threshold, the Draft Letter of Offer was filed with the Stock Exchange and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 03, 2011 and shall comply with the SEBI circular no. CIR/OIAE/1/2014 dated December 18, 2014 and the SEBI Master Circular on the redressal of investor grievances through the SEBI Complaints Redress System (SCORES) platform dated November 07, 2022 (SEBI circular no. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150), in relation to redressal of investor grievances through SCORES. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Link Intime India Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints are received by our Company on a case-to-case basis, i.e. grievances are being received on the Company's email address and are typically disposed of in a timely manner from the date of receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "*Terms of the Issue*" beginning on page 244. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Registrar to the Company:

Link Intime India Private Limited

Registered Address: C 101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai -400083, Maharashtra
Tel: +91 810 811 4949

Contact Person: Shanti Gopalakrishnan
Email: mitcon.rights2024@linkintime.co.in
Investor grievance email: mitcon.rights2024@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration Number: INR000004058

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

Ms. Ankita Agarwal is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder:

Telephone: +91 020-66289135
E-mail: cs@mitconindia.com

Other Confirmations

Our Company, in accordance with Regulation 79 of the SEBI ICDR Regulations, shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person for making an Application.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA.

Investors are requested to note that Application in this Issue can only be made through ASBA. Please note that in accordance with the provisions of the SEBI Rights Issue Circular all investors (including Renouncee) shall make an application for a rights issue only through ASBA facility.

Overview

This Issue and the Right Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the NSE Limited and the terms and conditions as stipulated in the Allotment Advice or security certificate and rules as may be applicable and introduced from time to time

1. Dispatch and availability of Issue materials

In accordance with the SEBI ICDR Regulations, and the SEBI Rights Issue Circular, our Company will send/dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("**Issue Materials**") only to the Eligible Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be provided by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. . Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- our Company at www.mitconindia.com
- the Lead Manager at www.srujanalpha.com;
- the Registrar to the Issue at www.linkintime.co.in; and
- the Stock Exchange at www.nseindia.com

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form).The link for the same shall also be available on the website of our Company (i.e. www.mitconindia.com).

Shareholders who have not received the Application Form may apply, along with the requisite Application Money, by using the Application Form available on the websites above, or on plain paper, with the same details as mentioned in the Application Form available online.

Further, our Company will undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. However, our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights

Entitlement Letter and the Application Form attributable to the non-availability of the e-mail address of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit. Resident Eligible Equity Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective Rights Entitlements from the website of the Registrar by entering their Folio Number and such other credentials for validation of the identity of the shareholder, as may be required.

The distribution of the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Issue Materials to any person outside India where to do so, would or might contravene local securities laws or regulations. If Issue Materials are received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Issue Materials.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person’s jurisdiction and India, without the requirement for our Company or our affiliates or the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

2. Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please refer to paragraph titled “*Procedure for Application through the ASBA process*” beginning on page .. of this Draft Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN, or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see *“Terms of the Issue – Grounds for Technical Rejection”* on page 237 of this Draft Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. For details, see "*Terms of the Issue – Applications on Plain Paper under ASBA process*" on page 237 of this Draft Letter of Offer.

3. Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Resident Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) the demat accounts of the Eligible Equity Shareholders which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (b) Equity Shares held in the account of IEPF authority; or (c) Equity held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or I the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional Equity Shareholders in the United States.

In this regard, our Company has made necessary arrangements with CDSL and NSDL for crediting the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The ISIN for the Rights Entitlements shall remain frozen (for debit) until the Issue Opening Date.

The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date. Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall be lapsed and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

Resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. [●] are requested to provide relevant details (such as copies of self-attested PAN, bank detail, mobile number, email id and nominee detail using ISR-1, SH-13 (which can be downloaded from Registrar's website i.e. [●]) and ISR-2 (if signature does not match with our record) and client master sheet of demat account etc., details / records confirming the legal and beneficial ownership of their respective Equity Shares) to our Registrar not later than 2 (two) Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from demat suspense escrow account to their demat account at least 1 (one) day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

In accordance with the SEBI Rights Issue Circulars, the Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least 2 (two) Working Days prior to the Issue Closing Date shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical form.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, *PER SE*, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE *"TERMS OF THE ISSUE"* ON PAGE 237 OF THIS DRAFT LETTER OF OFFER.

Other important links and helpline:

The Investors can visit following links for the below-mentioned purposes:

a) Frequently asked questions are available on the website of the Registrar (www.linkintime.co.in) or call helpline numbers (+91 810 811 4949) for online / electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors:
b) Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: www.linkintime.co.in
c) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders: www.linkintime.co.in

Renouncees

All rights or obligations of the Eligible Equity Shareholders in relation to Applications and refunds relating to this Issue shall, unless otherwise specified, apply to the Renouncee(s) as well.

Authority for the Issue

The Board of Directors in its meeting dated March 07, 2024 have authorized this Issue under Section 62(1)(a) of the Companies Act, 2013.

The Board of Directors has in consultation with the Lead Manager in their meeting held on [●] have determined the Issue Price at ₹ [●] per Equity Share. Further the Board of Directors has in consultation with the Lead Manager in their meeting held on [●] has determined the Rights Entitlement as [●] Rights Equity Share(s) for every [●] fully paid-up Equity Share(s) held on the Record Date. Our Company has received in-principle approval from NSE in accordance with Regulation 28 of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in the Issue pursuant its letter dated [●]. Our Company will also make application to NSE to obtain trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN: [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company.

Basis for the Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held in dematerialized form and on the register of members of our Company in respect of the Equity Shares held in physical form at the close of business hours on the Record Date, i.e., [●].

Rights Entitlements (ISIN: [●])

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as an Eligible Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., [●], are entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

The Registrar will send/dispatch a Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form to all Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlements or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions, which will contain details of their Rights Entitlements based on their shareholding as on the Record Date.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e., www.linkintime.co.in by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company i.e., www.mitconindia.com.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialized form. If the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than 2 (two) Working Days prior to Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 (one) day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar i.e., www.linkintime.co.in . Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send/ dispatch the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form and other issue material only to the Eligible Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. For further details, see *"Notice to Investors"* on page 10 of this Draft Letter of Offer.

PRINCIPAL TERMS OF THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹10/-.

Issue Price

The Rights Equity Share is being offered at a price of ₹[●]/- (Rupees [●]) per Rights Equity Share including a premium of ₹[●]/- (Rupees [●]) per Rights Share).

On Application, Investors will have to pay ₹[●] (Rupees [●] Only) per Rights Share which constitutes [●] ([●] Percent) of the Issue Price, and the balance ₹[●] (Rupees [●] Only) per Rights Share which constitutes [●] ([●] Percent) of the Issue Price, will have to be paid, on one more additional calls as may be decided by the Board from time to time.

The Issue Price for Rights Equity Shares has been arrived at by our Company in consultation with the Lead Manager and has been decided prior to the determination of the Record Date.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] ([●]) Rights Equity Share(s) for every [●] ([●]) Equity Share(s) held by the Eligible Equity Shareholders as on the Record Date i.e., [●].

Record date for Call and suspension of trading

Our Company would fix a Call Record Date giving notice, in advance of such period as may be prescribed under applicable law, to the Stock Exchange for the purpose of determining the list of holders of the Rights Equity Shares to whom the notice for the Call would be sent. Once the Call Record Date has been fixed, trading in the Rights Equity Shares for which the Call has been made may be suspended prior to the Call Record Date.

Procedure for Call for Rights Equity Shares

Our Company would convene a meeting of our Board to pass the required resolutions for making the Call and suitable intimation would be given by our Company to the Stock Exchange. Further, advertisements for the same will be published in (i) one English national daily newspaper; (ii) one Hindi language national daily newspaper; and (iii) one Regional language daily newspaper

(Regional being the regional language of State, where our Registered Office is situated), all with wide circulation.

The Call shall be deemed to have been made at the time when the resolution authorizing such Call is passed at the meeting of our Board. The Call may be revoked or postponed at the discretion of our Board. Pursuant to the provisions of the Articles of Association, the Investors would be given at least 14 days notice for the payment of the Call. The Board may, from time to time at its discretion, extend the time fixed for the payments of the Call. Our Company, at its sole discretion and as it may deem fit, may send one or more reminders for the Call, and if it does not receive the Call Money as per the timelines stipulated, the defaulting holders of the Rights Equity Shares will be liable to pay interest as may be fixed by our Board unless waived or our Company may forfeit the Application Money and any Call Money received for previous Call made.

Payment of Call Money

In accordance with the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/238/2020 dated December 8, 2020 regarding additional payment mechanism (i.e. ASBA, etc.) for payment of balance money in calls for partly paid specified securities issued by the listed entity, the Investor may make payment of the Call Monies using ASBA Mechanism through the Designated Branch of the SCSB or through online/electronic through the website of the SCSBs (if made available by such SCSB) by authorizing the SCSB to block an amount, equivalent to the amount payable on Call Monies, in the Investors ASBA Account. The Investor may also use the facility of linked online trading, demat and bank account (3-in-1 type account), if provided by their broker, for making payment of the Call Monies.

Separate ISIN for Rights Equity Shares

In addition to the present ISIN for the existing Equity Shares, our Company would obtain a separate ISIN for the Rights Equity Shares for each Call, until fully paid-up. The Rights Equity Shares offered under this Issue will be traded under a separate ISIN after each Call for the period as may be applicable under the rules and regulations prior to the record date for the final Call notice. The ISIN representing the Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call Money in respect of the Rights Equity Shares, such Rights Equity Shares would be fully paid-up and merged with the existing ISIN of our Equity Shares.

Rights of instrument holder

Each Rights Equity Share shall rank *pari passu* with the existing Equity Shares of the Company, once fully paid- up.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by way of On Market or through Off-market transfer. For details, see *"Procedure for Renunciation of Rights Entitlements"* on page 237 of this Draft Letter of Offer.

In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least 2 (two) Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Trading of the Rights Entitlements

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchange under Rights Entitlement ISIN [●]. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchange on T+1 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on a trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. For details, see *"Terms of the Issue - Procedure for Renunciation of Rights Entitlements – On Market Renunciation"* and *"Terms of the Issue – Procedure for Renunciation of Rights Entitlements – Off Market Renunciation"* on page 237 of this Draft Letter of Offer. Once the Rights Entitlements are credited to the demat account of the Renouncees, application in the Issue could be made until the Issue Closing Date. For details, see *"Procedure for Application"* on page 237 of this Draft Letter of Offer.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Terms of Payment

The Issue Price of ₹[●] per Rights Equity Share (including premium of ₹ per Rights Equity Share) shall be payable as follows:

Amount payable per Equity Share[(1)]	Face Value (₹)	Premium (₹)	Total (₹)
On Application	[●]	[●]	[●][(2)]
One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time	[●]	[●]	[●] [(3)]
Total	[●]	[●]	[●]

[(1)] For further details on Payment Schedule, see "Terms of the Issue" on page 237.
[(2)] Constitutes [●]% of the Issue Price
[(3)] Constitutes [●]% of the Issue Price

Rights Equity Shares in respect of which the Call payable remains unpaid may be forfeited, at any time after the due date for payment of the balance amount due in accordance with the Companies Act, 2013 and our Articles of Association.

Where an Applicant has applied for additional Rights Equity Shares and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The un- blocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. If there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] ([●]) Rights Equity Share(s) for every [●] ([●]) Equity Share(s) held on the Record Date. As per the SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] ([●]) Equity Share(s) or is not in the multiple of [●] ([●]), the fractional entitlement of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of 1 (one) Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of the Rights Equity Shares in this Issue post allocation towards the Rights Entitlement applied for.
For example, if an Eligible Equity Shareholder holds [●] ([●]) Equity Shares, such Shareholder will be entitled to [●] ([●]) Rights Equity Shares on a rights basis and will also be given a preferential consideration for the Allotment of [●] ([●]) additional Rights Equity Share if the Shareholder has applied for Additional Rights Equity Shares.

Also, those Equity Shareholders holding less than [●] ([●]) Equity Shares shall be entitled to 'Zero' entitlement for the Rights Equity Share under this Issue. Such Shareholders shall be dispatched an Application Form with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for Additional Rights Equity Shares and would be given preference in the Allotment of [●] ([●]) Additional Rights Equity Share, if such Equity Shareholders have applied for the Additional Rights Equity Shares. However, they cannot renounce the same to third parties. Application Forms with zero entitlement will be non-negotiable/non-renounceable.

Ranking

The Rights Equity Shares to be issued and allotted pursuant to the Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI LODR Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment Advice. The Rights Equity Shares to be issued and allotted pursuant to the Issue shall rank pari passu with the existing Equity Shares of our Company, in all respects including dividends, once fully paid-up.

Mode of payment of dividend

In the event of a declaration of dividend, our Company shall pay dividend to the Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of the Articles of Association.

Listing and trading of the Rights Equity Shares to be issued pursuant to the Issue

As per the SEBI – Rights Issue Circular, the Rights Entitlements with a separate ISIN would be credited to the demat account of the respective Eligible Equity Shareholders before the Issue Opening Date. On the Issue Closing Date the depositories will suspend the ISIN of Rights Entitlements for transfer and once the allotment is done post the Basis of Allotment approved by the Designated Stock Exchange, the separate ISIN no. [●] for Rights Entitlements so obtained will be permanently deactivated from the depository system.

The Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on NSE subject to necessary approvals. Our Company has received in-principle approval from NSE through letter dated [●]. All steps for completion of necessary formalities for listing and commencement of trading in the equity shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company will apply to NSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

The existing Equity Shares of our Company are listed and traded under the ISIN: INE828O01033 on NSE (Scrip Code: MITCON). Upon receipt of listing and trading approval, the Rights Equity Shares proposed to be issued pursuant to the Issue shall be debited from such temporary ISIN and credited in the existing ISIN and thereafter be available for trading under the existing ISIN as fully paid-up Equity Shares of our Company. For an applicable period, the trading of the Rights Equity Shares would be suspended under the applicable law. The process of corporate action for crediting the fully paid-up Rights Equity Shares to the Investors' demat accounts may take such time as is customary or as prescribed under applicable law from the last date of payment of the amount.

The temporary ISIN shall be kept blocked till the receipt of final listing and trading approval from the NSE. The Rights Equity Shares allotted pursuant to the Issue will be listed as soon as practicable and all steps for completion of the necessary formalities for listing and commencement of trading of the Rights Equity Shares shall be taken within the specified time. If permissions to list, deal in and for an official quotation of the Rights Equity Shares are not granted by NSE, our Company will within four days of receipt of intimation from the Stock Exchange, forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Letter of Offer. If such money is not repaid within four days, then our Company and every Director who is an officer in default

shall, on and from such expiry of four days, be liable to repay the money, with interest as applicable.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

Compliance with SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of holders of Equity Shares

Subject to applicable laws, the Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to vote in person, or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right of free transferability of Rights Equity Shares;
- The right to attend general meetings and exercise voting powers in accordance with law, unless prohibited by law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the Memorandum of Association and the Articles of Association.

GENERAL TERMS OF THE ISSUE

Market Lot

The Equity Shares of our Company are tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialized mode is 1 (one) Equity Share.

Joint Holders

Where 2 (Two) or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Share as the joint holders with the benefit of survivorship subject to the provisions contained in the Articles of Association. In case of Equity Shares held by joint holders, the Application Forms submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered valid for allotment of Rights Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose.

Since the Allotment of Rights Equity Shares is in dematerialized form only, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in the Issue. Nominations registered with respective Depository Participant of the Investor would prevail. Any Investor desirous of changing the existing nomination is requested to inform his/her respective Depository Participant.

Arrangements for Disposal of Odd Lots

Our Equity Shares are traded in dematerialized form only and therefore the marketable lot is 1 (One) Equity Share and hence, no arrangements for disposal of odd lots are required.

New Financial Instruments

There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI Listing Regulations, with effect from April 1, 2019 and as amended vide SEBI Notification bearing No. SEBI/LADNRO/GN/2022/66 on January 24, 2022, the request for transfer of securities shall not effected unless the securities are held in the dematerialized form with a depository. Provided further that transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form.

Notices

In accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other Issue Material only to the Eligible Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, our Company along with the Lead Manager will undertake all adequate steps to dispatch the physical copies of the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form. However, our Company, Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in (i) one English language national daily newspaper with wide circulation; (ii) one Hindi language national daily newspaper with wide circulation; and (iii) one Regional language daily newspaper with wide circulation (Regional being the regional language of State where our Registered Office is situated). This Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Common Application Form shall also be submitted with the Stock Exchange for making the same available on its website.

Offer to Non-Resident Eligible Equity Shareholders/Investors:

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue rights equity shares to non-resident shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018, as amended from time to time issued by the RBI, non- residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar by email on mitcon.rights2024@linkintime.co.in or physically/postal means at the address of the Registrar Link Intime India Private Limited. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Manager and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Common Application Form shall be sent/dispatched to the email addresses and Indian addresses of non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Common Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Lead Manager and the Stock Exchange. Our Board may at its absolute discretion agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to their patriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Please also note that pursuant to Circular No. 14 dated September 16, 2003, issued by RBI, OCBs have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. Further, the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date can apply for this Issue through ASBA facility. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, please refer "o "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" beginning on page 237 of this Draft Letter of Offer.

Our Company, the Lead Manager, its directors, its employees, affiliates, associates and their respective directors and officers, and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Right Shares offered as part of this Issue would be sent/ dispatched to the Eligible Shareholders only to:

- E-mail addresses of resident Eligible Shareholders who have provided their e-mail addresses;
- Indian addresses of the resident Eligible Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company, or the Eligible Shareholders have not provided the valid email address to our Company;
- Indian addresses of the non-resident Eligible Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and
- E-mail addresses of foreign corporate or institutional shareholders.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email or physical delivery, as applicable, at least 3 (Three) days before the Issue Opening Date. The Renouncees and Eligible Equity Shareholders who have not received the Application Form can download the same from the website of the Registrar, our Company, the Lead Manager or Stock Exchange.

In case of non-resident Eligible Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through e-mail address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Right Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions.

Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Equity Shareholders by other means. However, our Company, the Lead Manager and the Registrar shall not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

Please note that neither our Company nor the Lead Manager shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

To update the respective email address/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit www.linkintime.co.in. Investors can also access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.mitconindia.com;
- the Lead Manager at www.srujanalpha.com;
- the Registrar to the Issue at www.linkintime.co.in; or
- Stock Exchange at www.nseindia.com.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.mitconindia.com). The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue, based on the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. Further, in accordance with the SEBI Rights Issue Circulars, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date can apply through this Issue by first furnishing the details of their demat account along with their self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date, after which they can apply through ASBA facility.

In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Prior to making an Application, such Investors should enable the internet banking of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected. Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details, please refer to "Grounds for Technical Rejection" beginning on page 237 of this Draft Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, please refer to "Application on Plain Paper under ASBA process" beginning on page 237 of this Draft Letter of Offer.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

(i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
(ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
(iii) (apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
(iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
(v) renounce its Rights Entitlements in full.

Procedure for Application through the ASBA process

An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date for Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section "*Application on Plain Paper under ASBA process*" beginning on page 237 of this Draft Letter of Offer.

Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered and allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section titled "*Terms of the Issue*" beginning on page 237 of this Draft Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares.Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, Such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process.

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies ("**O"Bs**"), have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stockbroker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stockbroker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (One) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., [●] to [●] (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stockbrokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of NSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stockbroker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable

Renouncees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Applications on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the websites of the Registrar, Stock Exchange or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being MITCON Consultancy & Engineering Services Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/ DP and Client ID;
- Number of Equity Shares held as on Record Date;
- Allotment option preferred - only Demat form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹[●] per Rights Equity Share at time of application;

- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the Applicants;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at mitcon.rights2024@linkintime.co.in; and
- Additionally, all such Applicants are deemed to have accepted the following“

"*I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended“ ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereto ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Ac“ ("Regulation S"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Regulation S. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold only in offshore transaction outside the United States in compliance with Regulation S to existing shareholders who are located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under the laws of such jurisdictions. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not (a) in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction“*

"*I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdictions of residence.*

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 275 of this Draft Letter of Offer

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act to a person outside the United States.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.
I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.linkintime.co.in. Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB, or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Last date for Application

The last date for submission of the duly filled in Application Form or a plain paper Application is [●]., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application together with the amount payable is either (i) not blocked with an SCSB; (ii) not received by the Bankers to the Issue on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof; or (iii) not uploaded with Stock Exchange, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under "*Terms of the Issue - Basis of Allotment*" beginning on page 247 of this Draft Letter of Offer.

Please note that on the Issue Closing Date for Applications through ASBA process shall be uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange. Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

Mode of payment for Resident Investors

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018, as amended from time to time issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Right Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment Advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar.

As regards Applications by Non-Resident Investors, the following conditions shall apply:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar or our Company or the Lead Manager.
  Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions (other than the United States and India) where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdiction. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company or the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions and in each case who make a request in this regard.
- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
- Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.
  Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident" ("FCNR") Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary" ("NRO") accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.
- In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. In case Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares in the Issue.
- In case of an Application Form received from the non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursement, if any shall be credited to such account.

Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish details of their demat account to the Registrar or our Company at least 2 (Two) Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold

Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company. In the event, the relevant details of the demat accounts of such Eligible Equity Shareholders are not received during the Issue Period, then their Rights Entitlements kept in the suspense escrow demat account shall lapse.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send form ISR-1, SH-13 (which can be download from website i.e., www.linkintime.com) and ISR-2 (if signature does not matched with RTA record) the Registrar either by email (with digital sign), post, speed post, courier, or hand delivery so as to reach to the Registrar no later than 2 (Two) Working Days prior to the Issue Closing Date;

2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least 1 (One) day before the Issue Closing Date; and

3. The remaining procedure for Application shall be same as set out in "*Application on Plain Paper under ASBA process*" beginning on page 247 of this Draft Letter of Offer.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Allotment of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, PLEASE REFER TO "*ALLOTMENT ADVICES/ REFUND ORDERS/UNBLOCKING OF ASBA ACCOUNTS*" BEGINNING ON PAGE 247 OF THIS DRAFT LETTER OF OFFER.

General instructions for Investors

a) Please read the Draft Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.
b) Please read the instructions on the Application Form sent to you.
c) The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.
d) Application should be made only through the ASBA facility.
e) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected.
f) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Application on Plain Paper under ASBA process*" beginning on page 247 of this Draft Letter of Offer.
g) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.
h) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
i) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA

process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the NSE.

j) Applications should not be submitted to the Bankers to the Issue, our Company or the Registrar and the Lead Manager.

k) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.

l) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall “e "suspended for cre”it" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

m) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid, and Application Money will not be refunded, and no interest will be paid thereon.

n) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

o) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.

p) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the Date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

q) Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.

r) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

s) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.

t) In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Additional general instructions for Investors in relation to making of an Application

a) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

b) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“**Demographic Details**”) are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the e-mail intimating unblocking of ASBA

Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or the Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.

c) By signing the Application Forms, Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
d) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
e) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
f) Do not submit the General Index Registrar (GIR) number instead of the PAN as the application is liable to be rejected on this ground.
g) Avoid applying on the Issue Closing Date due to risk of delay / restrictions in making any physical Application.
h) Do not pay the Application Money in cash, by money order, pay order or postal order.
i) Do not submit multiple Applications.
j) No investment under the FDI route requiring government approval will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.
k) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Do's:

(a) Ensure that the Application Form and necessary details are filled in.
(b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income- tax Act.
(c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (**"Demographic Details"**) are updated, true and correct, in all respects.
(d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

(a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
(b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
(c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
(d) Do not pay the Application Money in cash, by money order, pay order or postal order.
(e) Do not submit multiple Applications.

Do's for Investors applying through ASBA:

(a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account
(b) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
(c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs, and details of the correct bank account have been provided in the Application.
(d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
(e) Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.

(f) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
(g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
(h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
(i) Ensure that your PAN is linked with Aadhaar, and you are in compliance with CBDT notification dated Feb 13, 2020, and press release dated June 25, 2021.

Don’ts for Investors applying through ASBA:

a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
b) Do not send your physical Application to the Lead Manager, the Registrar, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
c) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
e) Do not submit Application Form using third party ASBA account.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
c) Sending an Application to our Company, the Lead Manager, the Registrar, to a branch of a SCSB which is not a Designated Branch of the SCSB.
d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
f) Account holder not signing the Application or declaration mentioned therein.
g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.
m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
p) Applications which: (i) appears to the Registrar, the Lead Manager, our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
r) Application from Investors that are residing in U.S. address as per the depository records (other than persons in the United

States who are U.S. QIBs and QPs).

s) We, the Registrar, the Lead Manager or any other person acting on behalf of us, reserve the right to treat invalid any Application Form which: (i) does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than in reliance with Reg S); (iii) where a registered Indian address is not provided; or (iv) where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form.
t) Applications which have evidence of being executed or made in contravention of applicable securities laws.
u) Applicants holding physical shares not submitting the documents.
v) Application from investors who do not hold Rights Entitlement (REs) as on issue closing date in the demat account from which application is submitted.
w) Application from Resident of countries which shares the border of India which is not having documentary evidence of approval from Ministry of Home Affairs.
x) Applications supported by amounts blocked from a third-party bank account.
y) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar/Depositories.

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository.

Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.
These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment Advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or the Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms s are liable to be rejected.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors, and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications.

Further supplementary Applications in relation to further Rights Equity Shares with/without using Additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications shall not be treated as multiple applications. For details, please refer to "*Investment by Mutual Funds*" beginning on page 247 of this Draft Letter of Offer.

In cases where multiple Applications are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected.

Underwriting

The Issue is not underwritten.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

Issue schedule

Last Date for Credit of Rights Entitlements	**[●]**
Issue Opening Date	[●]
Last Date for On Market Renunciation of the Rights Entitlements*	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

Note: Our Board may, however, decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law.
**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company or the Lead Manager. Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 (One) day before the Issue Closing Date, i.e., [●]. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e., www.linkintime.co.in). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e., www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.mitconindia.com).

Basis of Allotment

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, the Articles of Association of our Company and the approval of the Designated Stock Exchange, our Board or duly authorized committee will proceed to allot the Rights Equity Shares in the following order of priority:

a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlement either in full or in part and also to the Renouncee(s) who has/have applied for Rights Equity Shares renounced in its/their favor, in full or in part, as adjusted for fractional entitlement.

b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

c) Allotment to the Eligible Equity Shareholders who have applied for the full extent of their Rights Entitlements and have also applied for Additional Rights Equity Shares shall be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, i.e., [●] provided there are unsubscribed Rights Equity Shares after making full Allotment under (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.

d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour and also have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares shall be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.

e) Allotment to any other person that our Board or a duly authorized committee may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board or duly authorized committee in this regard shall be final and binding.

f) After taking into account Allotment to be made under (a) I(e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Designated Branches, a list of the ASBA Investors who have been Allotted Rights Equity Shares in the Issue, along with:

a) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Application;

b) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

c) The details of rejected ASBA Applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

Allotment Advice or Refund / Unblocking of ASBA Accounts

Our Company will send / dispatch Allotment advice, refund intimations (or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of on or before T+1 day (T: Basis of allotment day). In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds/unblocking of funds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

In case of those investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, and the Allotment Advice regarding their credit of the Rights Equity Shares shall be sent at the address recorded with the Depository.

Payment of Refund

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through unblocking amounts blocked using ASBA facility.

Refund payment to non-residents

The Application Money will be unblocked in the FCNR/NRE Account of the non-resident Applicants, details of which were provided in the Application Form.

Allotment Advice or Demat Credit of Securities

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (in case of credit of the Rights Equity Shares returned/ reversed/ failed) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Option to receive Right Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENIDNG RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates:

a) Tripartite agreement dated May 02, 2013 amongst our Company, NSDL and the Registrar to the Issue; and
b) Tripartite agreement dated April 18, 2013 amongst our Company, CDSL and the Registrar to the Issue

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the electronic form is as under:

- Open a beneficiary account with any Depository Participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for each such holding. Those Investors who have already opened such beneficiary account(s) need not adhere to this step;
- It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories;
- The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant;
- If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected;
- The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders whose Equity Shares are with IEPF authority/ in suspense/ in physical mode, etc.). Allotment Advice, refund order/unblocking (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account;
- Non-transferable Allotment Advice/ refund orders will be sent directly to the Investors by the Registrar to the Issue by email and, if printing is feasible, through physical dispatch; Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.
- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue for further details, please refer to "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" beginning on page 247 of this Draft Letter of Offer.

Investment by FPIs

In terms of the applicable FEMA Rules and the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the multiple entities having common ownership, directly or indirectly, of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of FEMA Rules, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed 24% of the paid- up equity share capital of a company on a fully diluted basis.

Further, pursuant to the FEMA Rules the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid-up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Issue are advised to use the ASBA Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, only Category I FPIs, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and
(iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is required to ensure that any transfer of derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Investment by AIFs, FVCIs, VCFs and FDI route

The SEBI (Venture Capital Funds) Regulations, 1996, as amended ("SEBI VCF Regulations") and the SEBI (Foreign Venture Capital Investor) Regulations, 2000, as amended ("SEBI FVCI Regulations") prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI (Alternative Investments Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue.

Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations.

Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

Investment by NRIs

Investments by NRIs are governed by Rule 12 of FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO counts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

As per Rule 12 of the FEMA Rules read with Schedule III of the FEMA Rules, an NRI or OCI may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issuance of the Right Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Investment by Mutual Funds

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

Procedure for applications by Systemically Important Non-Banking Financial Companies ("NBFC–SI")

In case of application made by NBFC–SI registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (ii) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*
i. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
ii. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
iii. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447. "

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lakhs or with both.

Disposal of Applications and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form. Our Board or our duly authorized committee reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective ASBA Accounts of the Investor within a period of 4 days from the Issue Closing Date and refunded in the respective bank accounts from which Application Money was received on or before T+1 day (T being the date of finalization of Basis of Allotment)In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Utilization of Issue Proceeds

Our Board of Directors declares that:

a) All monies received out of the Issue shall be transferred to a separate bank account;
b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and

Undertakings by our Company

Our Company undertakes the following:

a) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
b) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
c) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
d) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within timeline prescribed by the SEBI ICDR Regulations, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
e) No further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.
f) In case of refund / unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
g) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non- ASBA Applications while finalizing the Basis of Allotment.
h) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
i) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
j) Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Filing

This Draft Letter of Offer has been filed with NSE for seeking its in-principle approval for the proposed Issue in terms of SEBI ICDR Regulations. In accordance with the SEBI ICDR Regulations, our Company shall file a copy of the Letter of Offer with the SEBI at its office located at SEBI Bhavan, Plot No. C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India and through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, for the purpose of their information and dissemination on its website.

Important

Please read the Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "*Risk Factors*" beginning on page 19 of this Draft Letter of Offer.

All enquiries in connection with the Letter of Offer, Abridged Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "[●]" on the envelope and postmarked in India or in this email to the Registrar at the following address:

Link Intime India Private Limited
C-101, 1st Floor, 247 Park, LBS Marg, Surya Nagar,
Gandhi Nagar Vikhroli (West), Mumbai –400 083,
Maharashtra, India
Tel: +91 810 811 4949
Contact Person: Ms. Shanti Gopalakrishnan
Email: mitcon.rights2024@linkintime.co.in

Investor grievance email: mitcon.rights2024@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration Number: INR000004058

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar www.linkintime.co.in. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is +91 810 811 4949.

The Issue will remain open for minimum period of 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The FDI Policy prescribes the limits and conditions subject to which foreign investment can be made in different sectors of the Indian economy and FEMA regulates the precise manner in which such investment may be made.

The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. Pursuant to the press release dated May 24, 2017, the Union Cabinet phased out the FIPB and it was replaced by the Foreign Investment Facilitation Portal (**FIFP**) to speed up the FDI inflow and to increase the transparency in the FDI approvals in the country. The DIPP issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "**SOP**"). The SOP provides a list of the competent authorities to grant approvals for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under the automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned Administrative Ministry/Department shall act as the competent authority (the "**Competent Authority**") for the grant of post facto approval for foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP will identify the Competent Authority.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **(**"**FDI**"**)** through press notes and press releases. The DIPP**,** has issued a consolidated FDI Policy DPIIT File Number 5(2)/2020-FDI Policy Dated the October 15, 2020 **(**"**FDI Policy 2020**"**)**, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force till that date. The Government of India proposes to update the consolidated circular on FDI policy once every year and therefore, the FDI Policy 2020 will be valid until the DIPP issues an updated circular.

Under the FDI Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to 100% without any prior approvals, however the foreign investor must follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the FIFP.

The transfer of shares between an Indian resident and a non-resident does not need prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA, and the transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non- resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the extant policy of the Government of India, erstwhile OCBs cannot participate in this Issue. OCBs or Overseas Corporate Bodies have been de-recognised as a class of investor entity in India with effect from September 16, 2003.

Overseas Corporate Body means a company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least sixty per cent by Non- Resident Indians and includes overseas trust in which not less than sixty percent beneficial interest is held by Non-resident Indians directly or indirectly but irrevocably, which was in existence as on September 16, 2003 and was eligible to undertake transactions pursuant to the general permission granted under FEMA. Any investment made in India by such entities will be treated as investments by incorporated non-resident entities, i.e. a foreign company.

The Issue, if renounced by our shareholders, may include offers within India, to Indian institutional, non- institutional and retail investors in offshore transactions as defined in, and made in reliance upon exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), including the exemption under Regulation S ("**Regulation S**") of the U.S. Securities Act.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII- STATUTORY AND OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all working days from the date of this Draft Letter of Offer until the Issue Closing Date or the material contracts shall be made available for inspection through online means. Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to cs@mitconindia.com

I. Material Contracts for the Issue

i. Issue Agreement dated April 10, 2024 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed in relation to the Issue.
ii. Registrar Agreement dated April 10, 2024 entered into amongst our Company and the Registrar to the Issue.
iii. Escrow Agreement dated [●] between our Company, the Registrar to the Issue, Lead Manager and Banker(s) to the Issue.

II. Material Documents

i. Certificate of incorporation dated April 16, 1982 Registrar of Companies- Bombay, Maharashtra
ii. Certificate of Commencement of Business December 04, 1982
iii. Fresh certificate of incorporation consequent change in its name from 'Maharashtra Industrial and Technical Consultancy Organisation Limited' to 'MITCON Consultancy Services Limited' dated September 07, 2000
iv. Fresh certificate of incorporation consequent change in its name from 'MITCON Consultancy Services Limited' to 'MITCON Consultancy & Engineering Services Limited' dated October 15, 2010
v. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.
vi. Annual Reports of the Company for the financial years ended March 31, 2021, March 31, 2022, and March 31, 2023.
vii. Resolution of the Board of Directors dated March 07, 2024 in relation to the Issue.
viii. Resolution of the Board of Directors dated April 18, 2024 approving and adopting this Draft Letter of Offer.
ix. Resolution of the Board of Directors dated [●] in relation to the terms of the Issue including the Record Date, Issue Price and Rights Entitlement Ratio.
x. The Audited Consolidated Financial Statements and the audit reports issued by the Statutory Auditors thereon, dated May 17, 2023.
xi. The Limited Review Consolidated Financial Results dated February 09, 2024 for the nine-month period ended December 2023, included in this Draft Letter of Offer.
xii. Statement of Special Tax Benefits dated April 18, 2024 from the Statutory Auditor included in this Draft Letter of Offer.
xiii. Inter Corporate Unsecured Borrowings Agreement dated April 10, 2024 entered into by and between Mitcon Consultancy & Engineering Services Limited and Mitcon Sun Power Limited.
xiv. Share Subscription and Shareholders' Agreement dated September 20, 2023 along with supplemental deed dated March 21, 2024
xv. Plant Layout with Area demarcated in Red coloured boundary issued by ER. Prasad Pawar, Chartered Engineer dated ….. for Location of the existing Solar Park
xvi. Office premise Layout with Area demarcated in Red coloured boundary issued by ER. Prasad Pawar, Chartered Engineer dated March 26,2024 for refurbishment of office premises.
xvii. Consent letter dated April 18, 2024 from the Statutory Auditor for inclusion of their name as expert, as defined under Section 2(38) of the Companies Act, in this Draft Letter of Offer.
xviii. Consent of our Directors, Compliance Officer, Statutory Auditor, Lead Manager(s) the Registrar to the Issue, Banker(s) to the Company, the Legal Advisor to the Issue and Banker to the Issue for inclusion of their names in this Draft Letter of Offer in their respective capacities.
xix. Tripartite Agreement between our Company, Central Depository Service India Limited and the Registrar to the Company dated April 18, 2013.
xx. Tripartite Agreement between our Company, National Securities Depository Limited and the Registrar to the Company dated May 02, 2013.
xxi. Due Diligence Certificate dated April 18, 2024 issued by Lead Managers.
xxii. In-principle listing approvals dated [●], from the NSE.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Ajay Arjunlal Agarwal
(Non-Executive Director)

Date: April 18, 2024
Place: Pune

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Anand Suryakant Chalwade
(Managing Director)

Date: April 18, 2024
Place: Pune

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Dr. Pradeep Bavadekar
(Non-Executive Director)

Date: April 18, 2024
Place: Pune

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Sudarshan Mohatta
(Non-Executive Director)

Date: April 18, 2024
Place: Pune

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Archana Girish Lakhe
(Independent Non-Executive Director)

Date: April 18, 2024
Place: Pune

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Sanjay Ballal Phadke
(Independent Non-Executive Director)

Date: April 18, 2024
Place: Pune

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Gayatri Chaitanya Chintapalli
(Independent Non-Executive Director)

Date: April 18, 2024
Place: Pune

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:

Sd/-

Ankita Agarwal
(Company Secretary & Compliance Officer)

Date: April 18, 2024
Place: Pune

DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Sd/-

Ram Mapari
(Chief Financial Officer)

Date: April 18, 2024
Place: Pune