

M P SANGHAVI & ASSOCIATES LLP

Company Secretaries
LLPIN – AAS-2921

Office No.227, Avior Corporate Park,
Nirmal Galaxy LBS Road,
Mulund West, Mumbai - 400080
Tel: 022 2591 8827/ 4640 4420
Website: www.mpsanghavi.com

Secretarial Compliance Report of Mitcon Consultancy & Engineering Services Limited for the year ended 31st March 2024

We M P Sanghavi & Associates LLP, Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by **Mitcon Consultancy & Engineering Services Limited** ('the listed entity');
- (b) The filings/ submissions made by the listed entity to the stock exchanges;
- (c) Website of the listed entity; and
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2024 ('Review Period'), in respect of compliance with the provisions of:

- i. The Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- ii. The Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR');
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - *Applicable to limited extent as all compliances are required to be made by Acquirer(s) to the Stock Exchanges and listed entity. Listed entity does not have any Promoter / Promoter group entity.*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not applicable during the review period*
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not applicable during the review period*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *Not applicable during the review period*

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- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations');
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ('SEBI DP Regulations') and
- (i) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations')

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr	Compliance Requirement	Regulations/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	A	B	C	D	E	F	G	H	I	J
1	Reg 17(1C) of SEBI LODR -		Delay in obtaining Shareholders' approval for re-appointment of Independent Director for second term beyond period prescribed in Regulation 17(1C) from date of Board approval	None	NA	Refer details in column C	NA	Delay in obtaining Shareholders' approval for re-appointment of Independent Director for second term beyond period prescribed in Regulation 17(1C) from date of Board approval	Refer Note	NA

Note: Shareholders approval obtained vide Special resolution passed by Postal Ballot on May 24, 2024

- (b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

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	A	B	C	D	E	F	G	H	I	J
1	Reg 17(1C) of SEBI LODR -		Delay in obtaining Approval of Shareholder for confirmation of appointment of an Additional Director by the Board, beyond the Period prescribed in Regulation 17(1C).			Refer details in column C		Complied by taking Shareholders approval at the AGM held on September 22, 2022		

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	None
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	None

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3	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	Based on verification of Directors Disclosures & information available on www.mca.gov.in
5	Details related to Subsidiaries of listed entities have been examined with regards to: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Based on management confirmation and review of Company's website
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations	Yes	None
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were	Yes NA	None

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	subsequently approved/ratified/rejected by the Audit committee		
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No action taken by SEBI or Stock Exchanges against Listed entity / its promoters / directors / subsidiaries during the year
12	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of Statutory Auditors from the listed entity or any of its material subsidiaries.
13	Additional Non-compliance if any: No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	No	Delay in obtaining Shareholders' approval for re-appointment of Independent Director for second term by Board resulting in non-compliance of Regulation 17(1)(c) of SEBI LODR

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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M P Sanghavi & Associates LLP
Company Secretaries
FRN: L2020MH007000


Pushpal Sanghavi
Designated Partner
ACS: 13125 / CP No: 22908
Peer Review Certificate No: 2972/2023
UDIN: A013125F000493319



Date: 30th May 2024
Place: Mumbai

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