



POSTAL BALLOT NOTICE
OF
MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

POSTAL BALLOT NOTICE

[Pursuant to Section 110 and 108 of the Companies Act, 2013, read with the Rules 20 and 22 of the Companies (Management and Administration Rules, 2014)]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") (including any statutory modification or re-enactments thereof for the time being in force) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Secretarial Standards-2 on General Meetings ("**the SS-2**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), General Circular No.14/2020 dated April 8, 2020 read with General Circular No. 09/2024 dated September 19, 2024 and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as (**the "Circulars"**)) any other applicable Circulars issued by the Ministry of Corporate Affairs (**the "MCA Circulars"**) and any other applicable laws and regulations, to transact the Special Businesses as set out hereunder by passing Resolutions by way of Postal Ballot through remote e-voting ("e-voting") only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, an Explanatory Statement pertaining to the proposed resolutions setting out the material facts and the rationale thereof forms part of this Postal Ballot Notice (**the "Notice"**). The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve them.

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the National Securities Depository Limited ("NSDL"), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Notice.

The Board of Directors of the Company has appointed CS. Pushpal Sanghavi (CP No 21908), Partner of MP Sanghavi & Associates LLP (FRN L2020MH007000), Company Secretaries, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

The remote e-voting facility will be available during the following period:

Commencement of e-voting	09:00 a.m. (IST) on Tuesday, April 01, 2025
Conclusion of e-voting	05:00 p.m. (IST) on Wednesday, April 30, 2025
Cut-off date for eligibility to vote	Wednesday, March 26, 2025

Members are requested to read the instructions and notes carefully while expressing their assent (FOR) or dissent (AGAINST) and cast votes through remote e-voting by not later than 05:00 p.m. (IST) on Wednesday, April 30, 2025. The remote e-voting facility will be disabled by National Securities Depository Limited (NSDL) thereafter.

The Scrutinizer will submit his Report to the Chairman of the Company (**the "Chairman"**) or any other person authorized by the Chairman, and the result of the remote e-voting will be announced within Forty Eight (48) hours from the conclusion of the e voting period i.e. on or before 05:00 p.m. (IST) on Friday, May 02, 2025. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Wednesday, April 30, 2025**

SPECIAL BUSINESSES:

Item No. 1

APPOINTMENT OF MR. MANJUNATH JYOTHINAGARA (DIN: 01629847) AS AN INDEPENDENT DIRECTOR.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 ("the Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and all applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Manjunath Jyothinagara (DIN: 01629847) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from February 05, 2025 who meets the criteria of independence under Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of Three (03) consecutive years, till February 04, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS:

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

“RESOLVED THAT pursuant to and in accordance with: (i) Provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“the LODR Regulations”**); (ii) Applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof (**“the Act”**) and the rules framed thereunder; (iii) The Policy on Related party transactions of the Company; and (iv) The approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into / continue on-going Material Related Party Transaction(s)/ Contracts(s) / Agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) as tabled below and detailed in the explanatory statement annexed herewith, which qualifies as a related party transaction within the meaning of Regulation 2(1)(zc) of the LODR Regulations in the course of purchase / sale of services, purchase / sale of shared services, grant of loans on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be agreed by the Company, provided that such transaction(s)/contract(s) / agreement(s) shall be at arm’s length basis and in ordinary course of business.

Name of Related Party & Nature of Relationship	Type of Transaction	Estimated Transaction Value & Term
Shrikhande Consultants Limited, Material Subsidiary	Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services	Rs. 25 Crores each year for a period of three (3) years commencing from FY 2025-26
Planeteeye Infra-AI Limited, Step Down Subsidiary		Rs. 10 Crores each year for a period of three (3) years commencing from FY 2025-26
Planeteeye Farm-AI Limited, Joint Venture of Wholly Owned Subsidiary		Rs. 10 Crores each year for a period of three (3) years commencing from FY 2025-26

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as **“the Board”**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s), whether by way of an individual transaction or transactions taken together as a series of transactions or otherwise) of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and to delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

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

Item No. 3

INCREASE IN THE BORROWINGS LIMITS OF BOARD OF DIRECTORS OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the Special resolution passed on August 12, 2021 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force); the authority available in the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as “the Board”) for borrowing, from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, its free reserves, that is to say, reserves not set apart for any specific purpose and Securities Premium, provided that the total outstanding principal amount so borrowed shall not at any time exceed the sum of Rs. 200 Crores (Rupees Two Hundred Crores Only) over and above the Paid-up Capital, Free Reserves and Securities Premium Account of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever, as it may think fit for the purpose of giving effect to this resolution, and to finalize, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate to give effect to this resolution.”

Item No. 4

TO AUTHORISE BOARD TO CREATE CHARGE ON ASSETS OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the Special Resolution passed on August 12, 2021 and pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force); the authority available in the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as “the Board”) for creation of mortgages, charges and hypothecations as may be necessary on any of the assets and/or undertaking(s) of the Company, both present and future, in such manner as the Board may deem fit, together with the power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / working capital loan / foreign currency loans, debentures, rupee denominated bonds and other instruments of an outstanding aggregate principal amount not exceeding the Borrowing limits available to the Board of Directors under Section 180(1) (c) of the Companies Act, 2013 from time to time together with interest thereon at

the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.”

Item No. 5

INCREASE IN THE LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR GIVING LOANS/ GUARANTEES OR PROVIDING SECURITIES AND/OR MAKING INVESTMENTS:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Special Resolution passed on February 21, 2019 and pursuant Section 186 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and other applicable regulatory requirements / laws and subject to requisite regulatory approvals, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors to give loans to any person or other body corporate and/or provide any guarantee/security in connection with a loan to any person or other body corporate and/or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, from time to time, as the Board of Directors deem beneficial and in the interest of the Company, on such terms and conditions and with or without security, for an amount not exceeding INR 500 crores (Rupees Five Hundred Crores Only) notwithstanding that such investment(s), loan(s) and/or guarantee(s)/security(ies) along with existing loans/investments/guarantees/securities may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013 i.e. the limit of 60% of the paid up share capital, free reserves and securities premium amount of the Company or 100% of free reserves and securities premium amount of the Company, whichever is more.

RESOLVED FURTHER THAT the Board or any Committee thereof (with further powers to delegate) be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans and guarantees, securities and investments including the timing, amount and other terms and conditions of such loans, guarantees, securities and investments and varying the same either in part or in full as it deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard including power to sub-delegate in order to give effect to this resolution without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

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

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

Date: March 28, 2025
Place: Pune

NOTES:

- The explanatory statement pursuant to Section 102 read with Section 110 of the Act and other applicable provisions, if any, along with requisite enclosure(s) setting out material facts and the reason / rationale thereof for the proposed resolutions is annexed herewith.
- Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the e-voting system.
- In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Rules, the Company is offering e-Voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-Voting to enable the Members to cast their votes electronically.
- In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Rules, this Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as on Wednesday, March 26, 2025 ("the Cut-off date") as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories"). In compliance with MCA Circulars, the Notice is being sent to Members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). Therefore, those Members who have not yet registered their e-mail addresses are requested to verify / update their email addresses and mobile number with their respective Depository Participants.
- The Notice is also available on the website of the Company at www.mitconindia.com, on the website of stock exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of the NSDL i.e. www.evoting.nsdl.com.
- Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, March 26, 2025, being the Cut-off Date fixed for the purpose. Only those Members whose names appear in the Company's Register of Members or the Register of Beneficial Owners maintained by the Depositories as of the Cut-Off Date (Wednesday, March 26, 2025) will be eligible to vote through e-voting. Any person who is not a Member as of the Cut-Off Date (Wednesday, March 26, 2025) should consider this Notice for informational purposes only.
- Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

Commencement of e-voting	09:00 a.m. (IST) on Tuesday, April 01, 2025
Conclusion of e-voting	05:00 p.m. (IST) on Wednesday, April 30, 2025

Members are requested to read the instructions and notes carefully while expressing their assent (FOR) or dissent (AGAINST) and cast votes through remote e-voting by not later than 05:00 p.m. (IST) on Wednesday, April 30, 2025. The remote e-voting facility will be disabled by National Securities Depository Limited (NSDL) thereafter.

- The Scrutinizer will submit his Report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting i.e. on or before 05:00 p.m. (IST) on Friday, May 02, 2025 and will also be displayed on the Company website www.mitconindia.com, on the website of the NSDL i.e. www.evoting.nsdl.com, and communicated to the stock exchange and Registrar and Share Transfer Agent (RTA).
- The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Wednesday, April 30, 2025. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
- All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., Wednesday, April 30, 2025. Members may send their requests to cs@mitconindia.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- A Member cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional Members shall be entitled to vote through their authorized representatives. Corporate and institutional Members are requested to provide a proof of authorization (Board resolution / authority letter / power of attorney, etc.) in favor of their authorized representatives to the scrutinizer through e-mail to pushpal@mpsanghavi.com with a copy marked to cs@mitconindia.com.
- Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at pune@in.mpms.mufg.com Members may follow the process detailed below for availing other services from RTA:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MUFG Intime India Private Limited, either by email to pune@in.mpms.mufg.com or by post to MUFG Intime India Private Limited, Unit: MITCON Consultancy, Block-202, 2nd Floor, Akshay Complex, Near. Ganesh Temple, Off Dhole Patil Road, Pune – 411 001.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014	Form SH -13

	Declaration to opt out	Form ISR - 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH – 14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at https://www.mitconindia.com/forms-for-availing-investor-service/ or www.in.mpms.mufg.com – Resources – Download – General / KYC	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

13. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA MUFG Intime India Private Limited at pune@in.mpms.mufg.com. The forms for updating the same are available at <https://www.mitconindia.com/investors>. Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

Instructions to vote electronically using NSDL e-Voting system are as follows





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  <p>App Store</p>  <p>Google Play</p> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easy / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting..</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pushpal@mpsanghavi.com with a copy marked to evoting@nsdl.co.in and to cs@mitconindia.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@mitconindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@mitconindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND THE COMPANIES (MANAGEMENT AND ADMINISTRATION RULES, 2014)

Item No. 1 - Appointment of Mr. Manjunath Jyothinagara (DIN: 01629847) as an Independent Director

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board of Directors, at its meeting held on February 05, 2025, appointed Mr. Manjunath Jyothinagara (DIN: 01629847) as an Additional Director in the capacity of Independent Director of the Company for a term of three (3) years with effect from February 05, 2025 to February 04, 2028 (both days inclusive) subject to the approval of the Shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- iv. Declaration pursuant to NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- vi. A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- vii. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- viii. Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with MITCON Consultancy & Engineering Services Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Manjunath Jyothinagara.

In the opinion of the Board, Mr. Manjunath Jyothinagara fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Manjunath Jyothinagara's background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has vast experience in operations management, process engineering, project planning and business development.
- He is passionate about delivering, innovative and customized solutions for CORT – corrosive, oxidizing, reactive and toxic gases and chemicals.
- He founded UHP Technologies Pvt Ltd in 2009: Turnkey Project Engineering for Facilities to support Semiconductor and Solar Fabs, develop Custom built equipments for Semiconductor processes in R&D space and Contract Manufacturing facility for Semiconductor Tools to global customers.
- He has extensive experience in corporate governance and Boardroom dynamics, ensuring strategic oversight and policy guidance in line with corporate best practices.

The resolution seeks the approval of Members for the appointment of Mr. Manjunath Jyothinagara as an Independent Director of the Company from February 05, 2025 to February 04, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are annexed to this Notice as **"Annexure A."**

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Nitin as an Independent Director of the Company, as a special resolution as set out above.

Except Mr. Manjunath Jyothinagara (DIN: 01629847), being the appointee, no other Director and Key Managerial Personnel or the respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution.

Your Board recommends the proposal for approval of the Members by passing Special Resolution as set out in Item no. 1 of the Notice.

Item No. 2 - Approval of Material Related Party Transactions

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

Material Related Party Transactions proposed to be entered into with subsidiary Company:

1. **M/s Shrikhande Consultants Limited, subsidiary of MITCON Consultancy & Engineering Services Limited**

With reference to the financial limit of ₹25 Crores per annum, which was approved for a period of three (3) financial years commencing from FY 2022-23. In view of the Company's consistent financial growth and operational efficiency over the past three financial years, we propose the extension of this financial limit for an additional three-year period.

The Company has demonstrated a sustained and robust growth trajectory, as evidenced by the following financial performance:

- Revenue from operations increased from ₹18.56 Crores in FY 2021-22 to ₹29.07 Crores in FY 2022-23, reflecting a substantial growth of 56.6%.
- This growth momentum continued into FY 2023-24, with revenue rising to ₹33.53 Crores, marking a further increase of 15.4% over the previous year.

These financial results underscore the Company's strong operational capabilities and financial prudence, reinforcing its ability to sustain and enhance profitability. Given the demonstrated growth trajectory and the necessity of ensuring adequate liquidity for seamless operational execution, it is imperative to extend the financial limit of ₹25 Crores each year for a period of three (3) financial years commencing from FY 2025-26.

The proposed extension will facilitate the efficient management of cash flows and provide the necessary financial flexibility to undertake and execute key strategic projects effectively. This will, in turn, support the Company's continued expansion, optimize resource allocation, and uphold operational excellence.

In light of the foregoing, we request formal approval for the extension of the financial limit of ₹25 Crores each year for a period of three (3) financial years commencing from FY 2025-26.

2. **M/s PlanetEye Infra AI Limited, Step down Subsidiary of MITCON Consultancy & Engineering Services Limited**

Planeteeye Infra AI offers services for Road, Bridges, Transmission, Railways, Solar, Wind, Railways, Airports and other segments of infrastructure. These services are availed by government agencies, large private corporates and small/medium private corporates in India and overseas. Further, for certain works pooled expertise of MITCON, Shrikhande Consultants Limited and Planeteeye Infra AI is required.

Clients such as Government and Large Privates require eligibility conditions in terms of financials, number of employees (with infra or similar experience), years of existence, assignments completed in infrastructure segments besides technical capabilities in satellite image processing. Planeteeye Infra being newly established entity does not fulfill various eligibility criteria as mentioned herein, whereas MITCON Consultancy & Engineering Services Limited fulfills such eligibility criteria in combination of experience of Planeteeye and Shrikhande Consultants as may be applicable.

Hence, MITCON will bid for such projects wherein either Planeteeye Infra AI is short on eligibility or pooled expertise of group entities is required and outsource relevant work and/or complete work to Planeteeye Farm AI and Shrikhande Consultants Limited respectively. The commercials for such outsourcing of works shall be in-line with market.

3. **PlanetEye Farm AI Limited, Joint Venture of Wholly Owned Subsidiary of MITCON Consultancy & Engineering Services Limited**

Planeteeye Farm AI offers services for agriculture, horticulture, forestry, fishery/shrimp farming, LULC (Land Use Land Cover). These services are availed by government agencies, large private corporates and small/medium private corporates in India and overseas.

Clients such as Government and Large Privates require eligibility conditions in terms of financials, number of employees (with agri or similar experience), years of existence, assignments completed in agri/ forestry segments besides technical capabilities in satellite image processing. Planeteeye Farm being newly established entity does not fulfill various eligibility criteria as mentioned herein, whereas MITCON Consultancy & Engineering Services Limited fulfills such eligibility criteria. Hence, MITCON will bid for such projects and outsource relevant work and/or complete work to Planeteeye Farm AI. The commercials for such outsourcing of works shall be in-line with market.

Relevant details of the proposed Material Related Party transaction, detailed in the resolution, as per Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 and Information pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as mentioned herein:

Name of Related Parties	Shrikhande Consultants Limited
Nature of relationship	Material Subsidiary of MITCON Consultancy & Engineering Services Limited
Name of Director / KMP who is related Party	Mr. Anand Chalwade and Mr. Manjunath Jyothinagara, being Directors of M/s. Shrikhande Consultants Limited are interested in the resolution.
Nature, material terms, monetary value and particulars of contracts or arrangements	Nature - Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services in the ordinary course of business on arms-length terms Value - Rs. 25 Crores per year over a period of 3 years commencing from FY 2025-26
Any other relevant information	None
% of Consolidated Turnover	19.32

Name of Related Parties	Planeteeye Infra AI Limited
Nature of relationship	Step down Subsidiary of MITCON Consultancy & Engineering Services Limited
Name of Director / KMP who is related Party	None
Nature, material terms, monetary value and particulars of contracts or arrangements	Nature - Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services in the ordinary course of business on arms-length terms Value - Rs. 10 Crores per year over a period of 3 years commencing from FY 2025-26
Any other relevant information	None
% of Consolidated Turnover	7.73

Name of Related Parties	Planeteeye Farm AI Limited
Nature of relationship	Joint Venture of Wholly Owned Subsidiary of MITCON Consultancy & Engineering Services Limited
Name of Director / KMP who is related Party	Ms. Ankita Agarwal, being the Director of Planeteeye Farm AI Limited and Company Secretary of MITCON Consultancy & Engineering Services Limited is interested in the resolution.
Nature, material terms, monetary value and particulars of contracts or arrangements	Nature - Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services in the ordinary course of business on arms-length terms Value - Rs. 10 Crores per year over a period of 3 years commencing from FY 2025-26
Any other relevant information	None
% of Consolidated Turnover	7.73

Above mentioned material related party transactions have been recommended by the Audit Committee and the Board of Directors of the Company at their respective Meeting held on

Your Board recommends the Ordinary Resolution as set out in Item No. 2 for approval of the Members. As per applicable provisions of Companies Act, 2013 and SEBI Listing regulations, no related party shall vote to approve the Ordinary resolution as set out in Item No. 2 of the Notice.

Except Mr. Anand Chahwade, Ms. Ankita Agarwal and Mr. Manjunath Jyothinagara as mentioned above, none of the other Director and Key Managerial Personnel or their respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution except as Members.

Item No.3 & 4 - Increase in the borrowings limits of Board of Directors of the Company and to authorize Board to create charge on assets of the Company

In pursuance of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Shareholders of the Company had vide Special Resolution(s) passed on August 12, 2021, authorized the Board of Directors to Borrow funds upto Rs. 100 Crores over and above Paid-up Capital, Free Reserves and Securities Premium Account and to created Charge on the assets and/or undertaking of the Company to secure such borrowing with authority to the lender in certain cases to take over the assets / undertakings of the Company. As on date the outstanding borrowings of the Company is Rs. 33.41 Crores

To meet additional working capital requirements and/or long term funding requirements as also to provide for the issue of any debt, debt related instruments in the Indian and / or international market, it is proposed to increase the borrowing limit of the Board of Directors of the Company pursuant to Section 180(1)(c) of the Act to Rs. 200 Crores over and above Paid-up Capital, Free Reserves and Securities Premium Account. The Board also authorized the creation of a charge on the assets and undertakings of the Company, in accordance with Section 180(1) (a) of the Act, to secure borrowings as may be approved by the shareholders from time to time.

Your Board recommends the Special Resolutions as proposed in Item No. 3 & 4 of this Notice for approval of the Members.

None of the Director or Key Managerial Personnel or the respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution except as Members.

Item No. 5 - Increase in the limit under Section 186 of the Companies Act, 2013 for giving loans/ guarantees or providing securities and/or making investments

As per Section 186 of the Companies Act, 2013, the Board of Directors of a Company can grant loan and/or give guarantee and/or provide security or make Investment beyond the limit of Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or Hundred per cent of its free reserves and securities premium account whichever is higher, if approved by the Shareholders by way of Special Resolution.

Over the last four decades, the Company have gained proficiency in providing corporate solutions in power, energy efficiency, renewable energy, climate change and environmental management sectors. Over the years, Company have diversified into providing services to banking, infrastructure and biotechnology sectors. The Company 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. The Company also conduct IT based training courses and skill based training programs.

The Company has in the course of its business formed various subsidiaries and step-down subsidiaries wherein, the Company is holding shares, either directly or through its subsidiaries. Such companies require support from the Company from time to time in the form of infusion of funds into their businesses for the expansion activities as well as for operations. With a view to meet the fund requirements of some of the subsidiaries/ step down subsidiaries / bodies corporate, the Company proposes to provide assistance in the form of direct loans or extension of guarantees or provision of securities for loans from other parties or investment into the securities of the said companies as and when required.

The Company has at present, the following Subsidiaries and step-down subsidiaries which are in the business of generating power through Solar:

Sr. No.	Subsidiaries and step-down subsidiaries
1)	MITCON Sun Power Limited

2)	MITCON Solar Alliance Limited
3)	MSPL Unit 1 Limited
4)	MSPL Unit 2 Limited
5)	MSPL Unit 3 Limited
6)	MSPL Unit 4 Limited
7)	MSPL Unit 5 Limited
8)	MSPL Unit 6 Limited
9)	MSPL Unit 7 Limited

The Company is already implementing various expansion activities through its various subsidiaries and may also embark on future expansion plans through the various subsidiaries in order to derive maximum value. The increasing business operations and future growth plans of 50-100 MW Solar Project of the Company may necessitate incorporation of further new SPVs and such the Company would require to make further investments /provide loans or give guarantees or provide security to these body corporate(s), over a period of time in the future.

It is, therefore, necessary to authorize the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee (s)/ provide any security(ies), in connection with loan(s) taken by subsidiaries/ body corporate(s) and /or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ body corporate(s).

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Act and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources to achieve long term strategic and business objectives.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, approval of the Shareholders is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 for authorizing the Board of Directors or duly constituted Committee thereof to make investments, provide loans/guarantee/security to any person or body corporate for an principal amount not exceeding INR 500 crores (Rupees Five Hundred crores only) notwithstanding that such investments, loans and/or guarantees/security(ies) along with existing loans/investments / guarantees / securities may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013.

Your Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice except as Members.

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

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

Date: March 28, 2025
Place: Pune

ANNEXURE “A”

Details of Director seeking Appointment

Details of Director seeking Appointment through this Postal Ballot in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

- **To appoint Mr. Manjunath Jyothinagara (DIN: 01629847) as an Independent Director**

Sr. No.	Particulars	Details Of Director
1.	Name of the Director	Mr. Manjunath Thyagaraj Jyothinagara
2.	Date of Birth	February 8, 1972
3.	Nationality	Indian
4.	Date of Appointment on the Board	February 05, 2025
5.	Brief Profile/ Resume of Director	Manjunath Jyothinagar, 53 years old has completed B Tech (Chemical Engineering) from National Institute of Technology [REC], Trichy), Management Development Programme from IIM Ahmedabad. He is a seasoned leader and a visionary in the field of clean rooms and engineering facilities of new age industries. His core competencies include operations management, process engineering, project planning and business development. He is passionate about delivering, innovative and customized solutions for CORT – corrosive, oxidizing, reactive and toxic gases and chemicals.
6.	Nature of expertise in specific functional areas	Mr. Manjunath Jyothinagara has over 32 years of experience. He Held position of Director (South Asia) in JohnsonDiversey an US\$ 5.5 Billion MNC responsible for Operations during 2003 – 2006. He founded UHP Technologies Pvt Ltd in 2009: Turnkey Project Engineering for Facilities to support Semiconductor and Solar Fabs. Further he founded KAS Technologies in 2011: Develop Custom built equipments for Semiconductor processes in R&D space. Further he founded KASFAB Tools Pvt in 2024: Contract Manufacturing facility for Semiconductor Tools to global customers.
7.	Disclosure of relationships between directors inter-se	Not related to any Director or Key Managerial Personnel of the Company
8.	Names of listed entities in which the person also holds the directorship and the Membership of Committees of the Board	None
9.	Shareholding in the Company	Nil
10.	Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Manjunath has extensive experience in corporate governance and Boardroom dynamics, ensuring strategic oversight and policy guidance in line with corporate best practices. With deep expertise in supply chain operations and management, he has successfully driven efficiency improvements, cost reductions, and operational excellence across complex logistics and distribution networks. Additionally, he possesses hands-on experience in overseeing manufacturing processes, ensuring quality control, and implementing process innovations to optimize production workflows. Furthermore, adept in global sourcing strategies, supplier negotiations, and procurement planning, Mr. Manjunath has contributed significantly to cost optimization and supplier relationship management for sustainable business growth.

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

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

Date: March 28, 2025
Place: Pune

Information at glance:

Particulars	Notes
Cut-off date to determine eligible members to vote on the resolutions	Wednesday, March 26, 2025
Voting start time and date	09:00 a.m. (IST) on Tuesday, April 01, 2025
Voting end time and date	05:00 p.m. (IST) on Wednesday, April 30, 2025
Date on which the resolution is deemed to be passed	Last date of voting i.e. Wednesday, April 30, 2025
Name, address and contact details of Registrar and Share Transfer Agent	Umesh Sharma <i>Deputy Branch Head</i> MUFG Intime India Private Limited Block-202, 2nd Floor, Akshay Complex, Near. Ganesh Temple, Off Dhole Patil Road, Pune – 411 001 www.in.mpms.mufg.com T: +91 20 26160084 (Extn: 7201)
Name, address and contact details of e-voting service provider	Amit Vishal <i>Deputy Vice President</i> Pallavi Mhatre <i>Senior Manager</i> National Securities Depository Limited 4 th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.com , Contact number – 022 – 4886 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/