



**COMPLIANCE CERTIFICATE**

[Pursuant to Regulation 13 of Securities Exchange Board of India  
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,  
The Members,  
**MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED**  
**CIN: L74140PN1982PLC026933**  
Kubera Chambers, Shivaji Nagar,  
Pune – 411005, Maharashtra, India.

I, Ashwini Bhagwat, Practicing Company Secretary, have been appointed as the Secretarial Auditor of the Company for the financial year 2024 – 25 vide resolution passed at the meeting held on 23<sup>rd</sup> August 2024 by the Board of Directors of **MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED**, a Listed Company, having CIN: L74140PN1982PLC026933 (hereinafter called 'the Company') and having its registered office at Kubera Chambers, Shivaji Nagar, Pune – 411005, Maharashtra, India. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations") for the financial year ended on 31<sup>st</sup> March 2025.

**Management Responsibility:**

It is the responsibility of the Management of the Company to implement the ESOP Scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Verification:**

The Company has launched Employee Stock Option Plan 2021 (the 'Scheme'), based on the approval of the Nomination and Remuneration Committee of the Board of Directors on 22<sup>nd</sup> September 2021, approval of the Board of Directors accorded at its meeting held on 22<sup>nd</sup> September 2021 and the Special Resolution passed by the Shareholders of the Company through Postal Ballot on 31<sup>st</sup> October 2021 ('Shareholders Resolution').

For the purpose of verifying compliance of the Regulations and issuing this Certificate, I have examined the following documents:

1. Copy of the Employee Stock Option Plan 2021 received from the Company;
2. Copy of the In – principal approval granted by the National Stock Exchange of India Limited vide letter No. NSE/LIST/30431 dated 20<sup>th</sup> April 2022 for listing of upto a maximum of 6,70,000 Equity Shares of Rs. 10/- each of the Company to be allotted under Employee Stock Option Plan 2021;
3. Special Resolution passed by the Shareholders of the Company through Postal Ballot on 31<sup>st</sup> October 2021 for approving Employee Stock Option Plan 2021 and for approving grant of options to eligible employees / Directors of the Company and of current and future Subsidiary(ies) of the Company under the Scheme;

---

**Office Add:**

Flat no. 3, 2nd Floor, Sai Niwas Society, 355 Shaniwar Peth, Opp. Khadiwale Vaidya Pune – 411030.



4. Corrigendum dated 14<sup>th</sup> April 2022 issued by the Company in connection with the Postal Ballot Notice dated 22<sup>nd</sup> September 2021 including therein information relating to certain disclosures included in the Explanatory Statement to the said Postal Ballot Notice;
5. Copy of the Minutes of the Meetings of the ESOP Allotment Committee held during the year for approving allotment of an aggregate to 7650 Equity Shares upon exercise of options granted in pursuance of the ESOP Scheme, along with filing / intimations submitted to the Stock Exchange relating to the said allotments, confirmation of Corporate Action from depository and final Trading Approval granted by the Stock Exchange for listing of Equity Shares issued in pursuance of ESOP Scheme;
6. Relevant provisions of the Regulations, Companies Act, 2013 and the rules made thereunder.

**Certification:**

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the Scheme in accordance with the applicable provisions of the Regulations, Special Resolution dated 31<sup>st</sup> October 2021 passed by the Shareholders of the Company through Postal Ballot and Corrigendum dated 14<sup>th</sup> April 2022 issued by the Company in connection with the Postal Ballot Notice.

**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished to me is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give a certificate based upon my examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than for the Regulations.

Date :23.07.2025  
Place : Pune

CS Ashwini Bhagwat  
Practicing Company Secretary  
FCS: 9740 CP 9783  
**Peer Review Certificate No.: 1368/2021**  
**UDIN: F009740G000842583**

---

**Office Add:**

Flat no. 3, 2nd Floor, Sai Niwas Society, 355 Shaniwar Peth, Opp. Khadiwale Vaidya Pune – 411030.