



Solutions for Sustainable Tomorrow

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, General circular No 20/2020 dated May 5, 2020, read with General Circular No. 09/2024 dated September 19, 2024, read with General Circular 03/2025 dated September 22, 2025 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, that the resolutions set out below are proposed to be passed by the members of the Company through postal ballot only by way of Remote E-voting process (**"E-voting"**).

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 SEBI Listing 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 resolution(s) seeking approval of Related Party Transactions. In accordance with Sections 108 and 110 of the Companies Act 2013 read with the Rules made thereunder 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 M/s. Mamta Binani and Associates (FRN/ ICSI Unique Code: P2016WB060900), Company Secretaries, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner and reporting on votes cast.

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

Commencement of e-voting	09:00 a.m. (IST) on Thursday, May 07, 2026
Conclusion of e -voting	05:00 p.m. (IST) on Friday, June 05, 2026
Cut-off date for eligibility to vote	Friday, May 01, 2026

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 Friday, June 05, 2026. The remote e-voting facility will be disabled by National Securities Depository Limited (NSDL) thereafter.

The Scrutinizer will submit Report to the Chairman of the Board (**the "Chairman"**) or any other person authorized by the Chairman, and the result of the remote e-voting will be announced within Two (02) Working days from the conclusion of the e-voting period i.e. on or before Tuesday, June 09, 2026. 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. Friday, June 05, 2026.

SPECIAL BUSINESSES:

Item No. 1

RE-APPOINTMENT OF MR. ANAND CHALWADE (DIN: 02008372) AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rules thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable provisions, if any, and pursuant to the approval and recommendation of the Board of Directors and Nomination and Remuneration Committee of the Board, consent and approval of the Members be and is hereby accorded for the re-appointment of Mr. Anand Chalwade, (DIN: 02008372) as the Managing Director of the Company for a period of 5 years with effect from July 01, 2026 till June 30, 2031.

RESOLVED FURTHER THAT the remuneration as mentioned herein payable to Mr. Anand Chalwade as Managing Director of the Company for a period of three years w.e.f. July 1, 2026, be and is hereby approved:

- (i) **Remuneration:** Monthly Remuneration of Rs. 12,30,236 (Rupees Twelve Lakhs Thirty Thousand Two Hundred and Thirty Six only) including Basic Salary, Allowance, Perquisites and other benefits as per Company's Policy.
- Perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of such rules, perquisites will be evaluated at actual costs.
- (ii) **Performance Incentive:** The Managing Director shall be entitled to Performance incentive as may be approved by the Board of Directors based on recommendation of the Nomination & Remuneration Committee. The performance incentive shall be the difference between fixed remuneration and 5% of the consolidated net profits of the Company calculated as per provisions of Section 197 and 198 and Schedule V of the Companies Act, 2013 for a financial year OR Rs. 50,00,000/-, whichever is higher.
- (iii) **Statutory Payments:** The Managing Director shall be also entitled to the following contribution from the Company which shall not be included in computation of the ceiling on remuneration specified hereinabove.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
 - Gratuity payable at the rate not exceeding half a month's Salary for each completed year of service.

RESOLVED FURTHER THAT, subject to the relevant provisions of Section 197, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under (including any statutory modification(s) or any re-enactment thereof for the time being in force), the Board of Directors and /or the Nomination & Remuneration Committee be and is hereby authorized to vary or increase the remuneration payable to the Managing Director from time to time as it may deem fit during the term of three (3) years from July 1, 2026.

RESOLVED FURTHER THAT in the event of inadequate profits / losses in the Company in any financial year during the tenure of Mr. Anand Chalwade as Managing Director, the Company may pay remuneration to him as mentioned above (along with increments as approved) which will be deemed to be in terms of Section 197 and Part II Section II of Schedule V of the Companies Act, 2013, subject to any approvals (if required).

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company be and are hereby severally authorized to sign and issue requisite appointment letter, execute requisite agreements, file necessary e-forms and documents with Registrar of the Companies as per applicable provisions of the Companies Act, 2013 and generally do all such acts, deeds and things as may be required or deemed necessary or incidental to give effect to above resolution."

Item No. 2

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MINVEN SOLAR 01 PRIVATE LIMITED:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (SEBI Listing Regulations) read with SEBI Circular and Industry Standards on disclosures in connection with material related party transactions and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time) and based on the in-principle approval of, and on recommendation of, the Board of Director and Audit Committee respectively, the consent and approval of the Members be and is hereby accorded to the Company to enter into following Material Related Party transaction, not in the ordinary course of business, notwithstanding that such transactions along with transactions entered into or proposed to be entered into by the Company during the financial year with the related party, may exceed the Materiality threshold prescribed under the SEBI Listing Regulations:

Name of related party	Type of Transaction	Estimated Transaction Value & Term
MINVEN Solar 01 Private Limited (Proposed Associate Company)	Providing Corporate Guarantee by the Company to secure loan to be availed by Related Party from any Bank / financial institution / other lending entity.	Upto Principal amount of Rs. 50 Crores

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer, any Director and Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to negotiate and approve terms of Corporate Guarantee; sign and execute all guarantee(s), agreements, documents, confirmations, undertakings etc as may be required by the Bank / Financial Institution /Lending entity from time to time; affix Common Seal of the Company, if required, on any of the agreement, documents in their presence as per Articles of Association of the Company; and generally do all such acts, deeds and things as may be required or deemed necessary or desirable or incidental in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or

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expedient and to resolve and settle all questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 3

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MINVEN SOLAR 02 PRIVATE LIMITED:

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (SEBI Listing Regulations) read with SEBI Circular and Industry Standards on disclosures in connection with material related party transactions and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time) and based on the in-principle approval of, and on recommendation of, the Board of Director and Audit Committee respectively, the consent and approval of the Members be and is hereby accorded to the Company to enter into following Material Related Party transactions, not in the ordinary course of business, notwithstanding that such transactions along with transactions entered into or proposed to be entered into by the Company during the financial year with the related party may exceed the Materiality threshold prescribed under the SEBI Listing Regulations:

Name of related party	Type of Transaction	Estimated Transaction Value & Term
MINVEN Solar 02 Private Limited	Providing Corporate Guarantee by the Company to secure loan to be availed by Related Party from any Bank / financial institution / other lending entity.	Upto Principal amount of Rs. 50 Crores

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer, any Director and Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to negotiate and approve terms of Corporate Guarantee; sign and execute all guarantee(s), agreements, documents, confirmations, undertakings etc as may be required by the Bank / Financial Institution /Lending entity from time to time; affix Common Seal of the Company, if required, on any of the agreement, documents in their presence as per Articles of Association of the Company; and generally do all such acts, deeds and things as may be required or deemed necessary or desirable or incidental in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to resolve and settle all questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 4

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MINVEN SOLAR 03 PRIVATE LIMITED:

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (SEBI Listing Regulations) read with SEBI Circular and Industry Standards on disclosures in connection with material related party transactions and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time) and based on the in-principle approval of, and on recommendation of, the Board of Director and Audit Committee respectively, the consent and approval of the Members be and is hereby accorded to the Company to enter into following Material Related Party transactions, not in the ordinary course of business, notwithstanding that such transactions along with transactions entered into or proposed to be entered into by the Company during the financial year with the related party may exceed the Materiality threshold prescribed under the SEBI Listing Regulations:

Name of related party	Type of Transaction	Estimated Transaction Value & Term
MINVEN Solar 03 Private Limited	Providing Corporate Guarantee by the Company to secure loan to be availed by Related Party from any Bank / financial institution / other lending entity.	Upto Principal amount of Rs. 50 Crores

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer, any Director and Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to negotiate and approve terms of Corporate Guarantee; sign and execute all guarantee(s), agreements, documents, confirmations, undertakings etc as may be required by the Bank / Financial Institution /Lending entity from time to time; affix Common Seal of the Company, if required, on any of the agreement, documents in their presence as per Articles of Association of the Company; and generally do all such acts, deeds and things as may be required or deemed necessary or desirable or incidental in this regard.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to resolve and settle all questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 5

APPOINTMENT OF DR. PRAKASH VAIDYA (DIN: 11668158) AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), Dr. Prakash Vaidya (DIN: 11668158) who was appointed by the Board of Directors ('Board') as an Additional Director of the Company in the category of Non-Executive Independent Director, not liable to retire by rotation w.e.f. April 29, 2026 and who apart from consent to act as Director, has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a communication from a Shareholder proposing candidature of Dr. Prakash Vaidya as Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company with immediate effect, not liable to retire by rotation, for a period of three (3) consecutive years commencing from April 29, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 6

APPOINTMENT OF MR. SANJAY BALLAL PHADKE (DIN: 07111186) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to Sections 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), Mr. Sanjay Ballal Phadke (DIN: 07111186) who was appointed by the Board of Directors ('Board') as an Additional Director of the Company in the category of Non-Executive Non-Independent Director, liable to retire by rotation w.e.f. April 29, 2026 and who has given consent to act as Director and in respect of whom the Company has received a communication from a Shareholder proposing candidature of Mr. Sanjay Ballal Phadke as Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation with immediate effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to 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: April 29, 2026
Place: Pune

NOTES:

1. 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.
2. 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.
3. 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 on Cut-off date 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.
4. 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 Friday, May 01, 2026 (**“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.
5. 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.
6. 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 Friday, May 01, 2026, 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 Friday, May 01, 2026 will be eligible to vote through e-voting. Any person who is not a Member as of the Cut-Off Date Friday, May 01, 2026 should consider this Notice for informational purposes only.
7. 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 Thursday, May 07, 2026
Conclusion of e -voting	05:00 p.m. (IST) on Friday, June 05, 2026

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 Friday, June 05, 2026. The remote e-voting facility will be disabled by National Securities Depository Limited (NSDL) thereafter.

8. The Scrutinizer will submit 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 2 Working days from the conclusion of e-voting i.e. on or before Tuesday, June 09, 2026 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).
9. 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. Friday, June 05, 2026. Further, resolutions passed by the Members through postal ballot are deemed to have been passed on Friday, June 05, 2026 being the last date specified by the Company for e-voting.
10. All material documents 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., Friday, June 05, 2026. 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.
11. 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 shikha@mamtabinaniandassociates.com with a copy marked to cs@mitconindia.com.
12. 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:

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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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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 redirected 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  App Store  Google Play</p> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com or 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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?

1. 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 shikha@mamtabinaniandassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request at evoting@nsdl.com

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.com 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. Anand Chalwade, (DIN: 02008372) as Managing Director

Mr. Anand Chalwade (DIN: 02008372) has been associated with the Company since September 19, 2018. He was appointed as the Managing Director of the Company pursuant to the approval of the Members at the Annual General Meeting held on August 12, 2021, for a term ending on June 30, 2026. Considering his leadership, domain expertise and significant contribution to the growth and strategic positioning of the Company, the Board of Directors, upon recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at 210th Board Meeting held on April 29, 2026, subject to the approval of the Members, the re-appointment of Mr. Anand Chalwade as Managing Director of the Company for a second term of five (5) years with effect from July 01, 2026.

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 are as follows:

Sr. No.	Particulars	Details
1.	Name	Mr. Anand Chalwade
2.	Director Identification Number	02008372
3.	Designation/category of the Director	Managing Director
4.	Date of Birth & Age	April 16, 1973; 53 years
5.	Date of the first appointment on the Board	September 19, 2018
6.	Qualification	Chemical Engineer (Indian Institute of Chemical Technology formerly UDCT, Mumbai, 1994)
7.	Nature of expertise in specific functional areas	24 years of corporate experience across industries with leading Indian conglomerates.
8.	Experience	Mr. Anand Chalwade is a Chemical Engineer (Indian Institute of Chemical Technology formerly UDCT, Mumbai, 1994). He has 24 years of corporate experience across industries with leading Indian conglomerates. He has worked in many big Industries such as Reliance Industries Limited (Fibre Intermediates), Raymond Limited (Textile), Essel Group (Satellite & Cable Television), Asset Reconstruction Company (India) Limited. He also worked in Essel Group as an Executive Vice President where he was having an exposure for creating infrastructure vertical at Essel Group as CFO of Essel Infra projects limited.
9.	Shareholding in the Company including shareholding as a beneficial owner	282203 Equity Shares aggregating to 1.62% of Equity Share Capital.
10.	Relationship with the other Directors	Nil
11.	Terms & conditions of the appointment	As detailed in the resolution
12.	Directorships held in other companies	1. Florem Multiventures Private Limited 2. Arcion Assets Management Private Limited 3. Shrikhande Consultants Limited
13.	Memberships / Chairmanships of committees of other companies	Nil
14.	Number of meetings of the Board attended during the financial year	All Meetings i.e. 5 (five) held during FY 2025-26 and 1 (One) Meeting held during FY 2026-27.
15.	Details of Remuneration sought to be paid	As mentioned in the Special Resolution.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013, the following statement is given

I.	<u>GENERAL INFORMATION</u>	
•	Nature of Industry	Consultancy and Engineering Services
•	Date or expected date of commencement of commercial production	The Company is in operation since April 16, 1982

•	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
•	Financial performance based on given indicators	Performance for FY 2024-25: On Standalone Basis: 1. Gross Revenue: Rs. 5,612.90 (in Lakhs) 2. Profit after Tax: Rs. 533.64 (in Lakhs) 3. EPS: Basic: 3.77 and Diluted: 3.26 On Consolidated Basis: 1. Gross Revenue: Rs. 11,526.14 (in Lakhs) 2. Profit after Tax: Rs. 654.06 (in Lakhs) 3. EPS: Basic: 4.63 and Diluted: 4.00
•	Foreign investments or collaborators, if any	MITCON Consultancy & Engineering Services Limited has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.
II. INFORMATION ABOUT THE APPOINTEE		
•	Background Details	He is a Chemical Engineer (Indian Institute of Chemical Technology formerly UDCT, Mumbai, 1994).
•	Past remuneration	The last monthly remuneration including Basic Salary, Allowances and Perquisites drawn by Mr. Anand Chalwade as Managing Director of the Company was Rs. 11,49,754/-
•	Recognition or awards	Nil
•	Job profile and his suitability	Job Profile: Managing Director Suitability: He is very well acquainted with the business of the company. Thus company looks forward to make more achievement in his leadership.
•	Remuneration proposed	As mentioned in resolution
•	Comparative remuneration policy with respect to industry, size of the company, profile of the position and person	For the responsibility shouldered on Mr. Anand Chalwade as Managing Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.
•	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	None
OTHER INFORMATION		
•	Reasons of loss or inadequacy of profits	The proposed remuneration is not falling within the limits specified under Section 197 of the Companies Act, 2013 However, the same is in line with the Industry Standards for managerial personnel falling under the same cadre.
•	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a top-most business advisory and diversification of business in the line of sustainability are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
•	Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

The re-appointment and remuneration are in compliance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MITCON Consultancy & Engineering Services Limited (IS/ISO 9001:2015 & IS/ISO 37001:2016)

1st Floor, Kubera Chambers, Shivajinagar, Pune 411 005, Maharashtra (INDIA) | +91-20-25533309, 25534322 | bd@mitconindia.com | CIN: L74140PN1982PLC026933

The Company has received from Mr. Anand Chalwade all necessary declarations and confirmations including (i) consent in writing for the proposed re-appointment as Managing Director of the Company; (ii) intimation in Form DIR- 8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and to the effect that he is not debarred or disqualified for the said appointment; and (iii) Confirmation that he is eligible to be appointed / continue as Managing Director of the Company and satisfies conditions specified in Part I of Schedule V of the Companies Act, 2013.

Your Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers appointment of Mr. Anand Chalwade in the interest of the Company and recommends the proposal for approval of the Members by passing Special Resolution as set out in Item no. 1 of the Notice.

Except Mr. Anand Chalwade, (DIN: 02008372), being the appointee, no other Director and Key Managerial Personnel or their respective relatives is/are concerned or interested, financially or otherwise, in the proposed Special Resolution.

This statement along with details may also be regarded as an appropriate disclosure under the Act, Secretarial Standards and the Listing Regulations

Item No. 2 - Approval of Material Related Party Transactions with MINVEN Solar 01 Private Limited

The Board of Directors of MITCON Consultancy & Engineering Services Limited (“the Company”), at its Meeting held on March 26, 2025, approved acquisition of 49% equity stake in MINVEN Solar 01 Private Limited, MINVEN Solar 02 Private Limited and MINVEN Solar 03 Private Limited (collectively referred to as “MINVEN Companies”). The acquisition of 49% stake in MINVEN Solar 01 Private Limited is still under process. Consequent to the said Acquisition, MINVEN Solar 01 Private Limited will become Associate Company and related party of the Company.

The Company proposes to provide Corporate Guarantees for securing loans of up to Principal Amount of Rs.50 Crores proposed to be availed by the MINVEN Solar 01 Private Limited for their main business operations. The said transaction of providing Corporate Guarantee to MINVEN Solar 01 Private Limited for value of Principal Amount of Rs. 50 Crores each, not being in ordinary course of business would exceed the materiality threshold of 10% of Consolidated turnover of the Company for FY 2025-26 as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and would therefore require prior approval of Members by way of an Ordinary Resolution.

The guarantees will create a legally binding obligation only upon invocation. The Board is of the view that the proposed transaction is in the interest of the Company and its public shareholders, as it supports the Company’s strategic objective of expanding its solar asset portfolio and is not prejudicial to their interests.

Aforesaid Related Party transaction shall be in addition to the Material Related Party Transactions with MINVEN Solar 01 Private Limited approved by the Shareholders vide Ordinary resolution passed at the 43rd Annual General Meeting held on September 26, 2025.

The proposed transaction would not attract provisions of Section 185 of the Companies Act, 2013 as none of the Directors of the Company are Directors or Members of MINVEN Solar 01 Private Limited as on date and further the issuance of Corporate Guarantee as proposed along with existing loans, investments and guarantees would be within the financial limit of Rs. 500 Crores approved by the Shareholders, pursuant to Section 186 of the Companies Act, 2013, vide Special Resolution passed on April 30, 2025.

Relevant disclosures in connection with aforesaid Material Related Party Transactions in line with Industry Standards as mandated vide SEBI Circular are mentioned herein:

Sr. No.	Particulars	Comments
1.	Name of the related party	MINVEN Solar 01 Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Solar Power Generation
4.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Proposed Associate Company. MINVEN Solar 01 Private Limited does not hold any shares in the listed entity.

	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 													
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>For FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Advances</td> <td>Rs. 1,32,000</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	For FY 2025-26	1	Advances	Rs. 1,32,000						
Sr. No.	Nature of Transactions	For FY 2025-26												
1	Advances	Rs. 1,32,000												
6.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NA												
7.	Whether prior approval of Audit committee has been taken for the above-mentioned transactions?	Yes												
8.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil												
9.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 50 Crores												
10.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes												
11.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	43.38%												
12.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year, if available.	0%												
13.	Financial performance of the related party for the immediately preceding financial year:	<p>The details for FY 2024-25 and FY 2025-26 are given below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-26</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2,25,175</td> <td>0</td> </tr> <tr> <td>Profit After Tax</td> <td>-17,07,652</td> <td>-20,895</td> </tr> <tr> <td>Net Worth</td> <td>-16,28,547</td> <td>79,105</td> </tr> </tbody> </table>	Particulars	FY 2025-26	FY 2024-25	Turnover	2,25,175	0	Profit After Tax	-17,07,652	-20,895	Net Worth	-16,28,547	79,105
Particulars	FY 2025-26	FY 2024-25												
Turnover	2,25,175	0												
Profit After Tax	-17,07,652	-20,895												
Net Worth	-16,28,547	79,105												
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Providing Corporate Guarantee												
15.	Details of each type of the proposed transaction	Corporate Guarantee for loan availed by the MINVEN Solar 01 Private Limited for its business operations.												
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Time Corporate Guarantee												
17.	Whether omnibus approval is being sought?	No												
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	One Time Corporate Guarantee of Rs. 50 Crores												
19.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Not prejudicial to the interest of public shareholders, and are going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party												
20.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity and its public shareholders	With an intent to grow Company's solar asset portfolio												
21.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	NA												
22.	a. Name of the director / KMP	NA												
23.	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA												
24.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or	Nil												

	indirect, in the listed entity	
25.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
26.	Other information relevant for decision making.	NA
27.	Rationale for giving guarantee, surety, indemnity or comfort letter	A corporate guarantee is provided to enable the borrowing entity to secure funding at competitive terms, thereby supporting strategic objectives and protecting the Company's investment and overall business interests.
28.	Whether it will create a legally binding obligation on listed entity?	Yes
29.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) No (ii) The definitive agreements governing the proposed guarantee. Additionally, appropriate monitoring and covenant mechanisms are in place to safeguard the Company's interests and facilitate timely recovery, should such a situation arise.
30.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 50 Crores. No provision is made in Books of Account.
31.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	No Credit rating obtained. However the Credit worthiness is satisfactory.
32.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Nil
33.	Details of solvency status and going concern status of the related party during the last three financial years:	The Company was incorporated in December, 2024 and is solvent since then.
34.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil
35.	Details of solvency status and going concern status of the related party during the last three financial years:	The Company was incorporated in December, 2024 and is solvent since then.
36.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil
37.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Providing Guarantee
38.	Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders	The relevant disclosures were placed before Audit Committee Members in the meeting held on April 29, 2026. There are no promoters in the Company.
39.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the required information under RPT Industry Standards.
40.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee and Board of Directors has reviewed and approved the Related Party Transactions.
41.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	NA
42.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	NA

43.	<p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	No
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Your Board based on recommendation of the Audit Committee and considering that the transaction would help in meeting Company’s strategic objective of expanding its solar asset portfolio, recommends the proposal for approval of the Members by passing Ordinary Resolution as set out in Item no. 2 of the Notice.

As per SEBI Listing Regulations, none of the related parties of the Company shall vote to approve the proposed Ordinary Resolution.

None of the Directors and/or Key Managerial Person or the respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution, except as Shareholders in general.

Item No. 3 - Approval of Material Related Party Transactions with MINVEN Solar -2 Private Limited

The Board of Directors of MITCON Consultancy & Engineering Services Limited (“the Company”), at its Meeting held on March 26, 2025, approved acquisition of 49% equity stake in MINVEN Solar 01 Private Limited, MINVEN Solar 02 Private Limited and MINVEN Solar 03 Private Limited (collectively referred to as “MINVEN Companies”). Consequent to the said Acquisition, MINVEN Solar 02 Private Limited has become Associate and related party of the Company.

The Company proposes to provide Corporate Guarantees for securing loans of up to Principal Amount of Rs.50 Crores proposed to be availed by the MINVEN Solar 02 Private Limited for their main business operations. The said transaction of providing Corporate Guarantee MINVEN Solar 02 Private Limited for value of Principal Amount of Rs. 50 Crores not being in ordinary course of business would exceed the materiality threshold of 10% of Consolidated turnover of the Company for FY 2025-26 as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and would therefore require prior approval of Members by way of an Ordinary Resolution.

The guarantee will create a legally binding obligation only upon invocation. The Board is of the view that the proposed transaction is in the interest of the Company and its public shareholders, as it supports the Company’s strategic objective of expanding its solar asset portfolio and is not prejudicial to their interests.

Aforesaid Related Party transaction shall be in addition to the Material Related Party Transactions with the MINVEN Solar 02 Private Limited approved by the Shareholders vide Ordinary resolution passed at the 43rd Annual General Meeting held on September 26, 2025.

The proposed transaction would not attract provisions of Section 185 of the Companies Act, 2013 as none of the Directors of the Company are Directors or Members of MINVEN Solar 02 Private Limited as on date and further the issuance of Corporate Guarantee as proposed along with existing loans, investments and guarantees would be within the financial limit of Rs. 500 Crores approved by the Shareholders, pursuant to Section 186 of the Companies Act, 2013, vide Special Resolution passed on April 30, 2025.

Relevant disclosures in connection with aforesaid Material Related Party Transaction in line with Industry Standards as mandated vide SEBI Circular are mentioned herein:

Sr. No.	Particulars	Comments
1.	Name of the related party	MINVEN Solar 02 Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Solar Power Generation
4.	<p>Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	<p>Associate Company.</p> <p>MINVEN Solar 02 Private Limited does not hold any shares in the listed entity.</p>

	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 													
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>For FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Advances</td> <td>Rs. 5,33,00,000</td> </tr> <tr> <td>2</td> <td>Sales</td> <td>Rs. 32,40,000</td> </tr> <tr> <td>3</td> <td>Investment</td> <td>Rs. 86,400</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	For FY 2025-26	1	Advances	Rs. 5,33,00,000	2	Sales	Rs. 32,40,000	3	Investment	Rs. 86,400
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1	Advances	Rs. 5,33,00,000												
2	Sales	Rs. 32,40,000												
3	Investment	Rs. 86,400												
6.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NA												
7.	Whether prior approval of Audit committee has been taken for the above-mentioned transactions?	Yes												
8.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil												
9.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 50 Crores.												
10.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes												
11.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	43.38%												
12.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year, if available.	0%												
13.	Financial performance of the related party for the immediately preceding financial year:	<p>The details for FY 2024-25 and 2025-26 are given below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-26</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2,29,418</td> <td>0</td> </tr> <tr> <td>Profit After Tax</td> <td>-7,00,149</td> <td>-20,895</td> </tr> <tr> <td>Net Worth</td> <td>-5,44,644</td> <td>79,105</td> </tr> </tbody> </table>	Particulars	FY 2025-26	FY 2024-25	Turnover	2,29,418	0	Profit After Tax	-7,00,149	-20,895	Net Worth	-5,44,644	79,105
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Turnover	2,29,418	0												
Profit After Tax	-7,00,149	-20,895												
Net Worth	-5,44,644	79,105												
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Providing Corporate Guarantee												
15.	Details of each type of the proposed transaction	Corporate Guarantee for loan availed by the MINVEN Solar 02 Private Limited for its business operations.												
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Time Corporate Guarantee												
17.	Whether omnibus approval is being sought?	No												
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	One Time Corporate Guarantee of Rs. 50 Crores												
19.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Not prejudicial to the interest of public shareholders, and are going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party												
20.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity and its public shareholders	With an intent to grow Company's solar asset portfolio												
21.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	NA												
22.	a. Name of the director / KMP	NA												
23.	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA												

24.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Nil
25.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
26.	Other information relevant for decision making.	NA
27.	Rationale for giving guarantee, surety, indemnity or comfort letter	A corporate guarantee is provided to enable the borrowing entity to secure funding at competitive terms, thereby supporting strategic objectives and protecting the Company's investment and overall business interests.
28.	Whether it will create a legally binding obligation on listed entity?	Yes
29.	Material covenants of the proposed transaction including: (iii) commission, if any to be received by the listed entity or its subsidiary; (iv) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(iii) No (iv) The definitive agreements governing the proposed guarantee. Additionally, appropriate monitoring and covenant mechanisms are in place to safeguard the Company's interests and facilitate timely recovery, should such a situation arise.
30.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto 50 Crores. No provision is made in Books of Account.
31.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	No Credit rating obtained. However the Credit worthiness is satisfactory.
32.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Nil
33.	Details of solvency status and going concern status of the related party during the last three financial years:	The Company was incorporated in December, 2024 and is solvent since then.
34.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil
35.	Details of solvency status and going concern status of the related party during the last three financial years:	The Company was incorporated in December, 2024 and is solvent since then.
36.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil
37.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Providing Guarantee
38.	Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders	The relevant disclosures were placed before Audit Committee Members in the meeting held on April 29, 2026. There are no promoters in the Company.
39.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the required information under RPT Industry Standards.
40.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee and Board of Directors has reviewed and approved the Related Party Transactions.
41.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	NA
42.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of	NA

	commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	
43.	<p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	No

Your Board based on recommendation of the Audit Committee and considering that the transaction would help in meeting Company’s strategic objective of expanding its solar asset portfolio, recommends the proposal for approval of the Members by passing Ordinary Resolution as set out in Item no. 3 of the Notice.

As per SEBI Listing Regulations, none of the related parties of the Company shall vote to approve the proposed Ordinary Resolution.

None of the Directors and/or Key Managerial Person or the respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution, except as Shareholders in general.

Item No. 4 - Approval of Material Related Party Transactions with MINVEN Solar -3 Private Limited

The Board of Directors of MITCON Consultancy & Engineering Services Limited (“the Company”), at its Meeting held on March 26, 2025, approved acquisition of 49% equity stake in MINVEN Solar 01 Private Limited, MINVEN Solar 02 Private Limited and MINVEN Solar 03 Private Limited (collectively referred to as “MINVEN Companies”). Consequent to the said Acquisition, MINVEN Solar 03 Private Limited has become Associate and related party of the Company.

The Company proposes to provide Corporate Guarantee for securing loans of upto Principal Amount of Rs.50 Crores proposed to be availed by the MINVEN Solar 03 Private Limited for its main business operations. The said transaction of providing Corporate Guarantee to MINVEN Solar 03 Private Limited for value of Principal Amount of Rs. 50 Crores each, not being in ordinary course of business would exceed the materiality threshold of 10% of Consolidated turnover of the Company for FY 2025-26 as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and would therefore require prior approval of Members by way of an Ordinary Resolution.

The guarantee will create a legally binding obligation only upon invocation. The Board is of the view that the proposed transaction is in the interest of the Company and its public shareholders, as it supports the Company’s strategic objective of expanding its solar asset portfolio and is not prejudicial to their interests.

Aforesaid Related Party transaction shall be in addition to the Material Related Party Transactions with the MINVEN Solar 03 Private Limited approved by the Shareholders vide Ordinary resolution passed at the 43rd Annual General Meeting held on September 26, 2025.

The proposed transaction would not attract provisions of Section 185 of the Companies Act, 2013 as none of the Directors of the Company are Directors or Members of MINVEN Solar 03 Private Limited as on date and further the issuance of Corporate Guarantee as proposed along with existing loans, investments and guarantees would be within the financial limit of Rs. 500 Crores approved by the Shareholders, pursuant to Section 186 of the Companies Act, 2013, vide Special Resolution passed on April 30, 2025.

Relevant disclosures in connection with aforesaid Material Related Party Transactions in line with Industry Standards as mandated vide SEBI Circular are mentioned herein:

Sr. No.	Particulars	Comments
1.	Name of the related party	MINVEN Solar 03 Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Solar Power Generation
4.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Associate Company. MINVEN Solar 03 Private Limited does not hold any shares in the listed entity.

	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 													
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>For FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sales</td> <td>Rs. 75,52,000</td> </tr> <tr> <td>2</td> <td>Advances</td> <td>Rs. 5,34,00,000</td> </tr> <tr> <td>3</td> <td>Investment</td> <td>Rs. 86,400</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	For FY 2025-26	1	Sales	Rs. 75,52,000	2	Advances	Rs. 5,34,00,000	3	Investment	Rs. 86,400
Sr. No.	Nature of Transactions	For FY 2025-26												
1	Sales	Rs. 75,52,000												
2	Advances	Rs. 5,34,00,000												
3	Investment	Rs. 86,400												
6.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NA												
7.	Whether prior approval of Audit committee has been taken for the above-mentioned transactions?	Yes												
8.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil												
9.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 50 Crores												
10.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes												
11.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	43.38%												
12.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year, if available.	0%												
13.	Financial performance of the related party for the immediately preceding financial year:	<p>The details for FY 2024-25 and FY 2025-26 are given below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-26</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2,28,032</td> <td>0</td> </tr> <tr> <td>Profit After Tax</td> <td>-7,01,044</td> <td>-20,895</td> </tr> <tr> <td>Net Worth</td> <td>-5,45,539</td> <td>79,105</td> </tr> </tbody> </table>	Particulars	FY 2025-26	FY 2024-25	Turnover	2,28,032	0	Profit After Tax	-7,01,044	-20,895	Net Worth	-5,45,539	79,105
Particulars	FY 2025-26	FY 2024-25												
Turnover	2,28,032	0												
Profit After Tax	-7,01,044	-20,895												
Net Worth	-5,45,539	79,105												
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Providing Corporate Guarantee												
15.	Details of each type of the proposed transaction	Corporate Guarantee for loan availed by the MINVEN Solar 03 Private Limited for its business operations.												
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Time Corporate Guarantee												
17.	Whether omnibus approval is being sought?	No												
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	One Time Corporate Guarantee of Rs. 50 Crores												
19.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Not prejudicial to the interest of public shareholders, and are going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party												
20.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity and its public shareholders	With an intent to grow Company's solar asset portfolio												
21.	Details of the promoter(s)/ director(s) / key managerial personnel of	NA												

	the listed entity who have interest in the transaction, whether directly or indirectly.	
22.	a. Name of the director / KMP	NA
23.	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA
24.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Nil
25.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
26.	Other information relevant for decision making.	NA
27.	Rationale for giving guarantee, surety, indemnity or comfort letter	A corporate guarantee is provided to enable the borrowing entity to secure funding at competitive terms, thereby supporting strategic objectives and protecting the Company's investment and overall business interests.
28.	Whether it will create a legally binding obligation on listed entity?	Yes
29.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(v) No (vi) The definitive agreements governing the proposed guarantee. Additionally, appropriate monitoring and covenant mechanisms are in place to safeguard the Company's interests and facilitate timely recovery, should such a situation arise.
30.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 50 Crores. No provision is made in Books of Account.
31.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	No Credit rating obtained. However the Credit worthiness is satisfactory.
32.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Nil
33.	Details of solvency status and going concern status of the related party during the last three financial years:	The Company was incorporated in December, 2024 and is solvent since then.
34.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil
35.	Details of solvency status and going concern status of the related party during the last three financial years:	The Company was incorporated in December, 2024 and is solvent since then.
36.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil
37.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Providing Guarantee
38.	Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders	The relevant disclosures were placed before Audit Committee Members in the meeting held on April 29, 2026. There are no promoters in the Company.
39.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the required information under RPT Industry Standards.
40.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee and Board of Directors has reviewed and approved the Related Party Transactions.

41.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	NA
42.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	NA
43.	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

Your Board based on recommendation of the Audit Committee and considering that the transaction would help in meeting Company’s strategic objective of expanding its solar asset portfolio, recommends the proposal for approval of the Members by passing Ordinary Resolution as set out in Item no. 4 of the Notice.

As per SEBI Listing Regulations, none of the related parties of the Company shall vote to approve the proposed Ordinary Resolution.

None of the Directors and/or Key Managerial Person or the respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution, except as Shareholders in general.

Item No. 5 - Appointment of Dr. Prakash Vaidya (DIN: 11668158) as Independent Director

To have an optimum combination of the Executive, Non-Executive and Independent Directors on the Board and to induct Professionals with relevant experience, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee had approved the proposal for appointment of Dr. Prakash Vaidya (DIN: 11668158) as an Additional Director in the category of Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of three years with effect from April 29, 2026

Pursuant to Regulation 17 (1C) of the Listing Regulations, Shareholders approval for appointment of Dr. Prakash Vaidya as Director is required to be obtained within a period of three months from the date of appointment.

The Company has received the consent from Dr. Prakash Vaidya (DIN: 11668158) to act as the Director in the prescribed Form under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Intimation to the effect that he is not disqualified from being appointed as a Director of a Listed company in terms of SEBI Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018. Dr. Prakash Vaidya, has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

In the opinion of the Board, Dr. Prakash Vaidya fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The Company has also received notice in writing from a Member, as per Section 160 of the Companies Act, 2013, proposing his candidature as an Independent Director of the Company. Further, the requirement of deposit of amount as per Section 160(1) shall not apply in this case since the appointment of Dr. Prakash Vaidya (DIN: 11668158) is recommended by the Nomination and Remuneration Committee in its meeting dated April 29, 2026.

Brief profile and relevant details of Dr. Prakash Vaidya (DIN: 11668158), as per Regulation 36(3) of SEBI Listing Regulations, the Act and Secretarial Standards as on the date of the Notice, is as mentioned herein:

Sr. No.	Particulars	Details
1.	Name	Dr. Prakash Vaidya
2.	Director Identification Number	11668158
3.	Designation/category of the Director	Non-Executive Independent Director
4.	Date of Birth & Age	July 13, 1977, 48 years

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5.	Date of the first appointment on the Board	April 29, 2026
6.	Qualification	B.E. (Chem. Engg.), M. Chem. Engg. and PhD (Technology) in Chem. Engg.
7.	Nature of expertise in specific functional areas	Professor Prakash Vaidya is Rashtriya Chemicals and Fertilizers Chair in the Chemical Engineering Department at the Institute of Chemical Technology in Mumbai. He is an expert in catalysis, separations, and reaction engineering. He works in energy transition, especially promotion of carbon footprint reduction in the energy systems during the transition.
8.	Experience	He is one of India's leading chemical engineering scientists. He has made sustained, original and influential contributions to the art, science and application of chemical and process engineering over more than two decades. So far, he has authored 150 publications and 4 patents, and successfully guided 35 PhDs and 65 MTech scholars. He has been a Humboldtian, Liverpool University's India Fellow and Fellow of the Indian Chemical Society and Maharashtra Academy of Sciences. More recently, he was elected Fellow of the Institution of Chemical Engineers (UK) and Fellow of Royal Society of Chemistry (UK).
9.	Shareholding in the Company including shareholding as a beneficial owner	Nil
10.	Relationship with the other Directors	None
11.	Terms & conditions of the appointment	As mentioned in the resolution
12.	Directorships held in other companies	Nil
13.	Memberships / Chairmanships of committees of other companies	Nil
14.	Number of meetings of the Board attended during the financial year	NA
15.	Details of Remuneration sought to be paid	As may be decided by the Board

The Board recommends approval of the Members by passing Special Resolution as set out in the item no. 5 of the Notice.

Except Dr. Prakash Vaidya (DIN: 11668158), being the appointee, no other Director or Key Managerial Personnel of the respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6 - Appointment of Mr. Sanjay Ballal Phadke (DIN: 07111186) as Non- Executive Non-Independent Director

To have a Professional with relevant experience, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee had approved the proposal for appointment of Mr. Sanjay Ballal Phadke (DIN: 07111186) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effect from April 29, 2026.

Pursuant to Regulation 17 (1C) of the Listing Regulations, Shareholders approval for appointment of Mr. Sanjay Ballal Phadke as Director is required to be obtained within a period of three months from the date of appointment.

The Company has received the consent from Mr. Sanjay Ballal Phadke (DIN: 07111186) to act as the Director in the prescribed Form under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules and Intimation to the effect that he is not disqualified from being appointed as a Director of a Listed company in terms of SEBI Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018.

The Company has also received notice in writing from a Member, as per Section 160 of the Companies Act, 2013, proposing his candidature as an Director of the Company. Further, the requirement of deposit of amount as per Section 160(1) shall not apply in this case since the appointment of Mr. Sanjay Ballal Phadke (DIN: 07111186) is recommended by the Nomination and Remuneration Committee in its meeting dated April 29, 2026.

Brief profile and relevant details of Mr. Sanjay Ballal Phadke (DIN: 07111186), as per Regulation 36(3) of SEBI Listing Regulations, the Act and Secretarial Standards as on the date of the Notice, is as mentioned herein:

Sr. No.	Particulars	Details
1.	Name	Mr. Sanjay Ballal Phadke
2.	Director Identification Number	07111186
3.	Designation/category of the Director	Non-Executive Non-Independent Director
4.	Date of Birth & Age	April 15, 1973, 53 years
5.	Date of the first appointment on the Board	April 29, 2026
6.	Qualification	Bachelor of Engineering (B.E.), Mechanical Engineering
7.	Nature of expertise in specific functional areas	Sanjay Phadke boasts over 32 years of expertise in Financial and Fintech services, demonstrating unparalleled leadership and vision. With a track

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1st Floor, Kubera Chambers, Shivajinagar, Pune 411 005, Maharashtra (INDIA) | +91-20-25533309, 25534322 | bd@mitconindia.com | CIN: L74140PN1982PLC026933

		record of success in origination, structuring, and driving innovation, he's poised to guide organizations through today's dynamic market landscape.
8.	Experience	Mr. Sanjay Phadke is a seasoned professional with a multifaceted career spanning over two decades in the financial services sector. Currently serving as EVP & Head of Global Platforms, Alliances, and FI Business at Vayana Network, he spearheads initiatives in financial institution (FI) business and Goods and Services Tax (GST), anticipating transformative changes in India's financial landscape. Prior to Vayana, Sanjay held executive roles at Edelweiss Financial Services, IDFC, J.P. Morgan, and HSBC, where he honed his expertise in corporate credit, structured finance, and debt capital markets. His diverse experience includes originating and structuring deals for marquee clients, contributing to market dominance in syndicated loans and international bond offerings, and providing strategic consultancy to startups and financial institutions. With a background encompassing origination, structuring, and fixed income, Sanjay's career reflects a blend of leadership, innovation, and a keen eye for disruptive opportunities in the evolving financial ecosystem
9.	Shareholding in the Company including shareholding as a beneficial owner	Nil
10.	Relationship with the other Directors	None
11.	Terms & conditions of the appointment	As mentioned in the resolution
12.	Directorships held in other companies	Virtual Sense Global Technologies Private Limited Thincer Technologies India Private Limited
13.	Memberships / Chairmanships of committees of other companies	Nil
14.	Number of meetings of the Board attended during the financial year	01
15.	Details of Remuneration sought to be paid	As may be decided by the Board

The Board recommends approval of the Members by passing Ordinary Resolution as set out in the item no. 6 of the Notice.

Except Mr. Sanjay Ballal Phadke (DIN: 07111186), being the appointee, no other Director or Key Managerial Personnel of the respective relatives is/are concerned or interested, financially or otherwise, in the said Resolution.

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

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

Date: April 29, 2026
Place: Pune

Information at glance:

Particulars	Notes
Cut-off date to determine eligible members to vote on the resolutions	Friday, May 01, 2026
Voting start time and date	09:00 a.m. (IST) on Thursday, May 07, 2026
Voting end time and date	05:00 p.m. (IST) on Friday, June 05, 2026
Date on which the resolution is deemed to be passed	Last date of voting i.e. Friday, June 05, 2026
Name, address and contact details of Registrar and Share Transfer Agent	<p>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)</p>
Name, address and contact details of e-voting service provider	<p>Amit Vishal <i>Deputy Vice President</i> Pallavi Mhatre <i>Senior Manager</i> National Securities Depository Limited 4th 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</p>
NSDL e-voting website address	https://www.evoting.nsdl.com/