MAMTA BINANI ®
& ASSOCIATES
COMPANY SECRETARIES
25 YEARS

COMPLIANCE CERTIFICATE

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

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

I, **Shikha Rai**, Partner, **Mamta Binani & Associates**, Practising Company Secretaries, was appointed as the Secretarial Auditor of **MITCON Consultancy & Engineering Services Limited**, a listed company having Corporate Identification Number (CIN) : L74140PN1982PLC026933 (hereinafter referred to as "the Company") and having its registered office at Kubera Chambers, Shivaji Nagar, Pune – 411005, Maharashtra, India, for a term of five consecutive financial years commencing from the financial year 2025–26 and ending with the financial year 2029–30, pursuant to the resolution passed by the Board of Directors at its meeting held on 13th August 2025 and the approval of the Members accorded at the Annual General Meeting held on 26th September 2025.

This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations') for the financial year ended on 31st March 2026.

Management Responsibility:

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

Verification:

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

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

1. Copy of the Employee Stock Option Plan 2021 received from the Company;

2. Copy of the In – principal approval granted by the National Stock Exchange of India Limited vide letter No. NSE/LIST/30431 dated 20th April 2022 for listing of upto a maximum of 6,70,000 Equity Shares of Rs. 10/- each of the Company to be allotted under Employee Stock Option Plan 2021;

3. Special Resolution passed by the Shareholders of the Company through Postal Ballot on 31st October 2021 for approving Employee Stock Option Plan 2021 and for approving grant of options to eligible employees / Directors of the Company and of current and future Subsidiary(ies) of the Company under the Scheme;

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4. Corrigendum dated 14th April 2022 issued by the Company in connection with the Postal Ballot Notice dated 22nd September 2021 including therein information relating to certain disclosures included in the Explanatory Statement to the said Postal Ballot Notice;

6. Relevant provisions of the Regulations, Companies Act, 2013 and the rules made thereunder.

Certification:

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

Further during the Financial year 2025-26, the company has not allotted any shares under Employee Stock Option Plan 2021.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished to me is the responsibility of the Board of Directors of the Company.

2. My responsibility is to give a certificate based upon my examination of relevant documents and information. It is neither an audit nor an investigation.

3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

4. This certificate is solely for your information, and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than for the Regulations.

For Mamta Binani and Associates
Company Secretaries

Shikha Rai

SHIKHA RAI ★ Practising Company Secretary ★ CP No. 18655 Mem. No. 47768

Shikha Rai
Partner
Membership No: A47768
COP No.: 18655
UDIN:A047768H001007815
Peer Reviewed No: 6475/2025

Date: 03.08.2026
Place: Pune