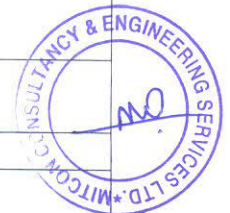




Name of the Issuer: MITCON Consultancy & Engineering Services Limited

Quarter ending on: 30th June, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes / No | Remarks |
|---|-----------------------------|----------------------------|---|
| I. Board of Directors | 52(I) | | |
| (A) Composition of Board | 52 (I) (A) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 52 (I) (B) | N. A. | The Company is not paying any compensation to the Non-executive Directors' apart from sitting fees. Sitting fees paid to the Non-Executive Directors are within the overall limits prescribed under the Companies Act, 2013, hence no approval of the shareholders is required. |
| (C) Other provisions as to Board and Committees | 52 (I) (C) | Yes | |
| (D) Code of Conduct | 52 (I) (D) | Yes | The Company has formulated and adopted a Code of Conduct which is applicable to all its Directors and Senior Management. The said Code has been posted on the website of the Company. 52I (D)(ii) complied in the Annual Report for F. Y. 2014-15 |
| II. Audit Committee | 52 (II) | | |
| (A) Qualified & Independent Audit Committee | 52 (II) (A) | Yes | |
| (B) Meeting of Audit Committee | 52 (II) (B) | Yes | |
| (C) Powers of Audit Committee | 52 (II) (C) | Yes | |
| (D) Role of Audit Committee | 52 (II) (D) | Yes | |
| (E) Review of Information by Audit Committee | 52 (II) (E) | Yes | |
| III. Subsidiary Companies | 52 (III) | N.A. | The Company do not have any Subsidiary Company |





| | | | |
|--|-------------|-----|---|
| IV. Disclosures | 52 (IV) | | |
| (A) Basis of related party transactions | 52 (IV) (A) | Yes | |
| (B) Disclosure of Accounting Treatment | 52 (IV) (B) | Yes | |
| (C) Board Disclosures | 52 (IV) (C) | Yes | |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 52 (IV) (D) | Yes | The required Disclosures/ Statements were placed before the Audit Committee as per the provisions of the Listing Agreement in its meeting held on 27 th May, 2015. |
| (E) Remuneration of Directors | 52 (IV) (E) | Yes | 52 (IV) (E) complied in the Annual Report of F.Y. 2014-15 |
| (F) Management | 52 (IV) (F) | Yes | 52 (IV) (F) complied in the Annual Report of F.Y. 2014-15 |
| (G) Shareholders | 52 (IV) (G) | Yes | 52 (IV) (G) complied in the Annual Report of F.Y. 2014-15 |
| V. CEO/CFO Certification | 52 (V) | Yes | 52 (V) complied in the Annual Report of F.Y. 2014-15 |
| VI. Report on Corporate Governance | 52 (VI) | Yes | 52 (VI) complied in the Annual Report of F.Y. 2014-15 |
| VII. Compliance | 52 (VII) | Yes | 52 (VII) complied in the Annual Report of F.Y. 2014-15 |

For MITCON Consultancy &
Engineering Services Limited


Madhav Oak
Company Secretary

