

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED HELD ON MONDAY, 10TH JUNE, 2024 AT KUBERA CHAMBERS, 1ST FLOOR, SHIVAJINAGAR, PUNE - 411005 AT 05:00 P.M.

TO APPROVE THE LETTER OF OFFER:

“RESOLVED THAT in furtherance to the consent accorded by the Board for authorizing the Rights Issue and approving the issuance of partly paid-up equity shares in the proposed Rights Issue along with approving the Draft Letter of Offer vide their resolutions dated March 07, 2024 and April 18, 2024 and receipt of In Principle Approval for issue from National Stock Exchange of India on May 31, 2024 and upon recommendation of the Audit Committee, the Letter of Offer dated June 10, 2024, offering 42,41,321 Partly-paid Equity Shares of face value Rs. 10/- each of the Company for cash at an Issue Price of Rs. 76/- per Equity Shares (including premium of Rs. 66/- per share) aggregating to Rs. 3,223.40 lakhs (Rupees Three Thousand Two Hundred Twenty-Three Lakhs and Forty Thousand Only) to the Eligible Equity Shareholders of the Company in the Ratio of 6 (Six) Rights Equity Share for every 19 (Nineteen) fully paid-up Equity Shares held as on record date i.e. June 20, 2024 on Rights Issue basis, initialed by Ms. Ankita Agarwal, Company Secretary for identification and to be placed on the table, be and is hereby approved.

RESOLVED FURTHER THAT the Board hereby declares that:

1. All relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations of guidelines issued by SEBI, as the case may be, have been complied with and no statement in the Letter of Offer is contrary to the provisions of the Companies Act, 2013, the Securities Contract (Regulation) Act, 1956, as amended, the Securities Exchange Board of India Act, 1992, as amended or the rules, regulations and guidelines issued thereunder by any other Authority, as the case may be.
2. All statements in the Letter of Offer are true and correct.
3. All material events occurred between the filing of Draft Letter of Offer dated April 18, 2024 and the Letter of Offer dated June 10, 2024 has been incorporated wherever applicable.

RESOLVED FURTHER THAT all the Directors in their respective capacities along with the Company Secretary and the Chief Financial Officer, do hereby sign the declaration page of the Letter of Offer as an approval and verification of all the contents as mentioned in the Letter of Offer.

RESOLVED FURTHER THAT Mr. Anand Chalwade, Managing Director and/or Mr. Ram Mapari, Chief Financial Officer and/or Ms. Ankita Agarwal, Company Secretary be and is hereby authorized to deliver the copy of the approved Letter of Offer signed by all the Directors in their respective capacities along with the Company Secretary and the Chief Financial Officer to the Lead Manager of the Issue, Srujan Alpha Capital Advisors LLP for filing with National Stock Exchange of India Limited and submission with Securities Exchange Board of India.

RESOLVED FURTHER THAT Mr. Anand Chalwade, Managing Director and/or Mr. Ram Mapari, Chief Financial Officer and/or Ms. Ankita Agarwal, Company Secretary are hereby authorized to do all such other deeds and acts that may be deemed necessary for the said filing with the National Stock Exchange of India Limited and Securities Exchange Board of India.”

For MITCON Consultancy & Engineering Services Limited

Ms. Ankita Agarwal
Company Secretary
M. No: A49634
Add: E- 808 Pebble Urbania,
Bavdhan Bk, Pune- 411021