

M P SANGHAVI & ASSOCIATES LLP

Company Secretaries
LLPIN – AAS-2921

Office No.227, Avior Corporate Park,
Nirmal Galaxy LBS Road,
Mulund West, Mumbai - 400080
Tel: 022 2591 8827/ 4640 4420
Website: www.mpsanghavi.com

COMPLIANCE CERTIFICATE

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

To,
The Members of
Mitcon Consultancy & Engineering Services Limited
CIN: L74140PN1982PLC026933

We, M P Sanghavi & Associates LLP, Company Secretaries, have been appointed as the Secretarial Auditor for FY 2023-24 vide resolution passed at the meeting held on 17th May 2023 by the Board of Directors of Mitcon Consultancy & Engineering Services Limited (hereinafter referred to as '**the Company**'), having CIN: L74140PN1982PLC026933 and having its registered office at Kubera Chambers, Shivaji Nagar, Pune - 411005. This certificate is issued under Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**"), for the year ended 31st March 2024.

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

For the purpose of verifying compliance of the Regulations and issuing this Certificate We have examined the following:

1. Copy of the Scheme received from the Company;
2. Copy of In-principal approval granted by 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 the Scheme;
3. Special Resolution dated October 31, 2021, passed through postal ballot for approving grant of options to eligible employees of the Company and of current and future Subsidiary(ies) of the Company under the Scheme;
4. Corrigendum dated April 14, 2022, issued by Company including therein information relating to certain disclosures included in the Explanatory statement to the Postal Ballot Notice dated September 22, 2021;

Regd Office: Runwal Anthurium, T4-602, LBS Road, Mulund West, Mumbai 400 080

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5. Copy of Minutes of Meetings of ESOP Allotment Committee held during the year for approving allotment of an aggregate to 9,325 Equity Shares upon exercise of options granted in pursuance of the ESOP Scheme, along with Stock Exchange filings relating to allotment; confirmation of Corporate Action from depository; and final Trading approval granted by the Stock Exchange for listing Equity Shares issued in pursuance of ESOP Scheme.
6. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

Certification:

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

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company
2. Our responsibility is to give certificate based upon our 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 M P Sanghavi & Associates LLP
Company Secretaries
FRN: L2020MH007000

Pushpal Sanghavi
Designated Partner
ACS: 13125 / CP No: 22908
Peer Review Certificate No: 2972/2023
UDIN: _____

Date: _____
Place: Mumbai