

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

21st July 2023

The Company Secretary
Mitcon Consultancy & Engineering Services Limited
Kubera Chambers, Shivaji Nagar Pune 411005
CIN: L74140PN1982PLC026933

Dear Madam,

SCRUTINISER'S REPORT

Consolidated Report of Scrutinizer on remote e-voting as well as e-voting conducted in relation to the agenda items proposed in the Notice of 41st Annual General Meeting (the 'AGM') of the Equity Shareholders of Mitcon Consultancy & Engineering Services Limited (the 'Company') held on Friday, 21st July 2023 at 12:30 p.m. via VC/ OAVM

Dear Sirs

We, MP Sanghavi & Associates LLP (FRN: L2020MH007000) were appointed as Scrutinizer by the Company vide appointment letter dated 16th June 2023, to scrutinize and submit consolidated report on votes cast by way remote e-voting and e-voting at the AGM on the resolution(s) proposed in the Notice of 41st Annual General Meeting (the 'AGM') of the Equity Shareholders of Mitcon Consultancy & Engineering Services Limited (the 'Company') held earlier today i.e. on Friday, 21st July, 2023 at 12:30 p.m. via VC/OAVM.

Accordingly, we submit our report as under:

1. The Ministry of Corporate Affairs had vide General Circular No. 2/2022 with reference to Ministry's General Circulars Nos. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 10/2022 dated 28th December 2022 allowed companies to conduct their AGMs on or before 30th September 2023 vide Video Conferencing (VC) or Other Audio Visual Means (OAVM), without presence of members at a common venue. In compliance with the provisions of Companies Act ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') and aforesaid MCA Circulars, the AGM of the Company was held via VC/OAVM through facility provided by National Depository Services Limited ('NSDL')
2. As per confirmation received from the Company and in compliance with applicable MCA Circulars and SEBI Circulars, the Annual Report of the Company for FY 2022-23 along with Notice of 41st AGM was sent only through electronic mode to those members whose email address were registered with the Company/RTA/Depositories. The Notice of AGM along with Annual Report of the Company was available on the website of the Company and also on the website of National Stock Exchange of India Limited.
3. Pursuant to SEBI Listing regulations and the Act, the Company had provided remote e-voting facility through NSDL, whereby Shareholders of the Company as at the cut-off date of Friday, 14th July, 2023 were entitled to vote on the resolutions proposed in the Notice of AGM by using remote e-voting

Registered Office: **Rajwal Anthurium, T4-602, LBS Road, Mulund West, Mumbai 400 080**



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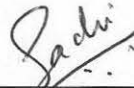
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facility provided by NSDL. The remote e-voting period commenced from Tuesday, 18th July 2023 at 9.00 a.m. and ended on Thursday, 20th July 2023 at 5.00 p.m.

- Members of the Company, as at cut-off date, who had not voted through remote e-voting, but were present at the meeting were provided the facility of e-voting during the course of the AGM.
- After conclusion of AGM on 21st July 2023, we unblocked and downloaded E-voting details from NSDL E-voting Portal in presence of Mr. Sarthak Dongre and Ms. Sachi Shah, who are not in employment with the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Sarthak Dongre



Sachi Shah

- The Management of the Company is responsible to ensure compliance with the requirements of Act and SEBI Listing Regulations in relation to exercise of voting rights through electronic means. Our responsibility as a scrutinizer is restricted to scrutinize, count and submit a report on the votes cast "in favour" or "against" the resolutions based on the report generated from the e-voting system provided by NSDL, agency engaged by the company to provide e-voting facilities.
- Our responsibility as a scrutinizer for the voting process (by remote e-voting and e-voting during the AGM), was restricted to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favor" or "against" on each of the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by NSDL and based on the result of e-voting conducted during the AGM.

Based on report made available from E-voting system of NSDL website, we hereby report as under:

ORDINARY BUSINESS

Item No. 1 – Ordinary Resolution

Adopt the Audited Standalone and Consolidated Financial Statement for the financial year ended on 31st March, 2023 and the Reports of the Board of Directors and the Auditors:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	28	77,90,360	98.93
E-Voting at the AGM	2	84,200	1.07
Total-A	30	78,74,560	100
Voted Against			
Remote e-voting	0	0	0
E-Voting at the AGM	0	0	0

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Total-B	0	0	0
*Invalid Voting	0	0	0
Grand Total (A+B)	30	78,74,560	100

Item No. 2 - Ordinary Resolution

Appoint a Director in place of Mr. Ajay Agarwal (DIN: 00200167), who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	27	77,90,111	98.93
E-Voting at the AGM	2	84,200	1.07
Total-A	29	78,74,311	100
Voted Against			
Remote e-voting	0	0	0
E-Voting at the AGM	0	0	0
Total-B			
*Invalid Voting	0	0	0
Grand Total (A+B)	29	78,74,311	100

SPECIAL BUSINESS

Item No. 3 - Ordinary Resolution

Approval of Material Related Party Transactions

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
Voted in Favour			
Remote e-voting	19	43,18,336	98.09
E-Voting at the AGM	2	84,200	1.91
Total-A	21	44,02,536	100
Voted Against		0	
Remote e-voting	0	0	0
E-Voting at the AGM	0	0	0
Total-B		0	
*Invalid Voting	8	34,71,775	NA
Grand Total (A+B)	29	78,74,311	100

* Represents Votes cast in favor of the Resolution by Related Parties, not entitled to Vote in favor of resolution.



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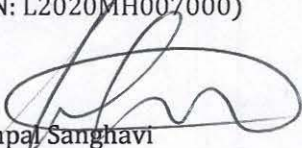
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Soft copy of the list of equity shareholders who voted for/against each resolution on remote e-voting and e-voting at the AGM venue has been sent to the Company Secretary of the Company.

Based on the aforesaid consolidated results, we report that all the 3 resolutions have been passed by the Shareholders with requisite majority.

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: A013125E000653501



Date: July 21, 2023
Place: Mumbai

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