



MITCON/Secretarial/2019-20/024

13<sup>th</sup> July, 2019

To,  
Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East),  
Mumbai-400 051  
Fax No.: 022-26598237/38

**Subject: Submission of Voting Results along with Scrutinisers Report of 37<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> July, 2019**

**Ref: NSE Symbol: MITCON; Series: SM**


In compliance with the Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith voting results in prescribed format along with report of the Scrutinizer appointed for the purpose of scrutinizing the e-voting process and voting by poll at the venue of 37<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> July, 2019.

This is for your information and records, please.

Thanking you,

Yours faithfully,

**For MITCON Consultancy & Engineering Services Limited**

  
Anurita Agarwal  
Company Secretary  
Mem. No. - A49634

Encl: A/a

**Scrutinizer's Report**

**[Pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies  
(Management and Administration) Rules, 2014 (Amendments Rules 2015)]**

To,

The Chairman,

37<sup>th</sup> Annual General Meeting of the Equity shareholders of Mitcon Consultancy & Engineering Services Limited held on Saturday, July 13, 2019 at 11:30 A.M. at MITCON Institute of Management (MIMA), Balewadi, Pune- 411045.

Dear Sir,

I, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Mitcon Consultancy & Engineering Services Limited ("the Company") for the purpose of scrutinizing the e-voting process and voting by poll at the meeting pursuant to Section 108 of the provisions of Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015) in a fair and transparent manner in respect of the below mentioned resolutions proposed, at the 37<sup>th</sup> Annual General Meeting of the Equity shareholders of the Company held on Saturday, July 13, 2019 at 11:30 A.M. at MITCON Institute of Management (MIMA), Balewadi, Pune- 411045 (AGM). I submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 37<sup>th</sup> AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depositories Limited (NSDL) and report on poll at the meeting.



2. In accordance with the notice of the 37<sup>th</sup> AGM sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules 2014 (Amendment Rules 2015) on June 18, 2019 the remote e-voting period remained open from Tuesday, July 9, 2019 (9.00 a.m.) to Friday, July 12, 2019 (5.00 p.m.)
3. The shareholders holding shares as on the "cut off" date i.e. Friday, July 5, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 6 as set out in the Notice of the 37<sup>th</sup> AGM of the Company.)
4. The votes on e-voting were unblocked on July 13, 2019 at around 1.00 P.M. after conclusion of the AGM in the presence of two witnesses (Ms. Neha Ruparel residing at Kalewadi, Pune - 411017 and Ms. Sneha Kulkarni residing at Bibwewadi, Pune 411037) who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of National Securities Depositories Limited (NSDL) (URL: <https://www.evoting.nsdl.com/>) and the same are being handed over to the Chairman.
5. After declaration of voting by poll by the Chairman at the AGM, a empty ballot box was kept for polling and the same was locked in my presence. The locked ballot box was subsequently used for voting by poll and then opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
6. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under :
  - a) **Ordinary Resolution No. 1** – To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement as on March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	3124000	-
Voting at AGM by Poll	25	3052000	-
Total	42	6176000	79.04



(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1638000	-
Voting at AGM by Poll	-	-	-
<b>Total</b>	<b>1</b>	<b>1638000</b>	<b>20.96</b>

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

- b) **Ordinary Resolution No. 2** – To declare a final dividend on equity shares for the financial year ended March 31, 2019.

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	4762000	-
Voting at AGM by Poll	25	3052000	-
<b>Total</b>	<b>43</b>	<b>7814000</b>	<b>100</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting at AGM by Poll	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL





- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. Ajay Agarwal (DIN: 00200167), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	4762000	-
Voting at AGM by Poll	25	3052000	-
<b>Total</b>	<b>43</b>	<b>7814000</b>	<b>100</b>

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting at AGM by Poll	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

- d) **Ordinary Resolution No. 4** – To consider and if thought fit approve the appointment of Statutory Auditors of the Company to hold office for a period of Five years until the conclusion of the 42nd Annual General Meeting and to fix their remuneration

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	4762000	-
Voting at AGM by Poll	25	3052000	-
<b>Total</b>	<b>43</b>	<b>7814000</b>	<b>100</b>



(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting at AGM by Poll	-	-	-
Total	-	-	-

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

e) **Special Resolution No. 5 – Issue of Equity Shares on Preferential basis.**

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	3124000	-
Voting at AGM by Poll	25	3052000	-
Total	42	6176000	79.04

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1638000	-
Voting at AGM by Poll	-	-	-
Total	1	1638000	20.96

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL



f) **Special Resolution No. 6** – Approval of adoption of new Articles of Association.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	4762000	-
Voting at AGM by Poll	25	3052000	-
Total	43	7814000	100

(ii) Voted against the resolution:

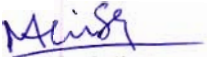
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting at AGM by Poll	-	-	-
Total	-	-	-

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

7. Accordingly, Resolution Nos. 1 and 5 have been passed by requisite majority and Resolution No. 2 to 4 and 6 are passed unanimously as per the aforesaid Notice of the Annual General Meeting of the Company.
8. All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,  
For SVD and Associates

  
Sridhar Mudaliar  
Partner  
FCS. No. 6156, C. P. No. 2664  
Place: Pune  
Date: July 13, 2019

