



NOTICE OF 36th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Sixth Annual General Meeting of the Members of MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED will be held on **Wednesday, 29th August, 2018**, at **MITCON Institute of Management (MIMA), Balewadi, Pune-411 045** at **11.30 a.m.** to transact the following business:

A. Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as on 31st March, 2018, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a final dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mrs. Maya Sinha (DIN:03056226), who retires by rotation and, being eligible, offers herself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder as amended from time to time, the appointment M/s Joshi & Sahney, Chartered Accountants, Pune (Firm Registration No. 104359W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company be and is hereby ratified on a remuneration as may be decided by the Board of Directors of the Company for conducting the audit of the Financial Year ending 31st March, 2019."

B. Special Business:

5. **Re-appointment of Dr. Pradeep Bavadekar (DIN: 00879747) as a Managing Director of the Company**

To consider and if though fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the members be and is hereby accorded to reappoint Dr. Pradeep Bavadekar (DIN: 00879747), as Managing Director of the Company for a period of three years commencing from 01st July, 2018 to 30th June, 2021, on Remuneration hereinafter appearing:

Remuneration

Dr. Pradeep Bavadekar shall be entitled for the following remuneration:

a) Fixed and

b) Variable (Profit Sharing)

a) The fixed portion of remuneration will be in the grade of Rs. 2,50,000 – 20,000 – 3,90,000. The breakup of the fixed remuneration will be as follows:

<i>Basic</i>	-	<i>Rs. 2,50,000/-</i>
<i>D.A.</i>	-	<i>Rs. 2,50,000/-</i>
<i>HRA</i>	-	<i>Rs. 80,000/-</i>

<i>Total</i>	-	<i>Rs. 5,80,000/-</i>
		=====

b) The variable remuneration shall be the difference between fixed remuneration and 5% of the net profits of the Company calculated as per provisions Section 197 & 198 and Schedule V of the Companies Act 2013 for a financial year OR Rs. 30,00,000/- whichever is higher.

In any case, the fixed plus variable remuneration together shall not exceed the limits prescribed under the Companies Act, 2013 and provisions of Schedule V of the said Act as amended from

time to time, , subject to approval of appropriate authority, if required

c) Besides above, Dr. Pradeep Bavadekar shall be entitled for following:

i) Provident Fund & Superannuation Fund:

Company's contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the provisions of the Income Tax Act, 1961.

ii) Gratuity :

The Managing Director shall be paid gratuity at the rate not exceeding half a month's salary for each completed year of service.

The computation of completed years of service shall be computed from April 1, 1995, the date on which Dr. Pradeep Bavadekar joined the services of the Company.

iii) Leave :

Leave as entitled as per the rules applicable to the Company. Leave accumulated can be encashed as per rules of the company, however he is entitled to accumulate leaves only upto 360 days.

The expenditure incurred by the Company on the aforesaid perquisites shall be valued as per the cost to the Company, subject to Tax Deduction at Source as per prevailing provisions and rules as amended from time to time.

iv) Reimbursement of expenses :

The Company shall reimburse to the Managing Director as per the Company's Rules all travelling, lodging, boarding, communication and other out of pocket expenses at actuals that he may be required to incur in relation to the business of the company in performance of duties by him. Reimbursements of expenses are not part of remuneration.

v) Company Car, Telephone and Mobile :

The Company shall provide a car with Driver to the Managing Director for official use. The Company shall also provide at its cost, telephone at his residence and mobile phone. Personal long distance calls on telephone or mobile shall be billed by the Company to the Managing Director.

vi) Personal Accident Insurance :

The Company shall pay for the benefit of the Managing Director / his successors an accident insurance policy for such value that annual premium of such accident insurance policy shall not exceed Rs.5,000/-.

RESOLVED FURTHER THAT, if the Company has no profits or its profits are inadequate in any financial year, the remuneration including the perquisites as aforesaid shall be paid to Dr. Pradeep Bavadekar in accordance with the provisions of Section 197, Section 198 and Schedule V of the Act which shall be subject to approval of the Central Government, required if any.

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts and deeds, including but not limited to filing of necessary of e-forms with Ministry of Corporate Affairs, as may be necessary to give effect to passing of the said resolution and further to issue fresh power of attorney in favour of Dr. Pradeep Bavadekar, Managing Director.”

**By Order of the Board of
Directors**

Sd/-

**Place: Pune
Date: 17th July, 2018**

**Abhijeet Modak
Company Secretary
Mem. No. – A36828**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 5

Dr. Pradeep Bavadekar was re-appointed as a Managing Director of the Company, in the meeting held on 13th March, 2013 and thereafter in the extraordinary general meeting held on 25th April, 2013, for a period of five years from 1st July, 2013 to 30th June, 2018.

Pursuant to the recommendations of Nomination and Remuneration Committee in its meeting held on 9th March, 2018 and subsequent approval of the Board of Directors in their meeting held on 9th March, 2018, it is proposed to renew the term of Dr. Pradeep Bavadekar for a period of three years from 01st July, 2018 to 30th June, 2021, upon terms and conditions given below:

Remuneration

Dr. Pradeep Bavadekar shall be entitled for the following remuneration:

- a. Fixed and
- b. Variable (Profit Sharing)

- a) The fixed portion of remuneration will be in the grade of Rs. 2,50,000 – 20,000 – 3,90,000. The breakup of the fixed remuneration will be as follows:

<i>Basic</i>	-	<i>Rs. 2,50,000/-</i>
<i>D.A.</i>	-	<i>Rs. 2,50,000/-</i>
<i>HRA</i>	-	<i>Rs. 80,000/-</i>

<i>Total</i>	-	<i>Rs. 5,80,000/-</i>
		=====

- b) The variable remuneration shall be the difference between fixed remuneration and 5% of the net profits of the Company calculated as per provisions Section 197 & 198 and Schedule V of the Companies Act 2013 for a financial year OR Rs. 30,00,000/- whichever is higher.

In any case, the fixed plus variable remuneration together shall not exceed the limits prescribed under the Companies Act, 2013 and provisions of Schedule V of the said Act as amended from time to time, subject to approval of appropriate authority, if required

c) Besides above, Dr. Pradeep Bavadekar shall be entitled for following:

i) Provident Fund & Superannuation Fund:

Company's contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the provisions of the Income Tax Act, 1961.

ii) Gratuity :

The Managing Director shall be paid gratuity at the rate not exceeding half a month's salary for each completed year of service.

The computation of completed years of service shall be computed from April 1, 1995, the date on which Dr. Pradeep Bavadekar joined the services of the Company.

iii) Leave :

Leave as entitled as per the rules applicable to the Company. Leave accumulated can be encashed as per rules of the company, however he is entitled to accumulate leaves only upto 360 days.

The expenditure incurred by the Company on the aforesaid perquisites shall be valued as per the cost to the Company, subject to Tax Deduction at Source as per prevailing provisions and rules as amended from time to time.

iv) Reimbursement of expenses :

The Company shall reimburse to the Managing Director as per the Company's Rules all travelling, lodging, boarding, communication and other out of pocket expenses at actuals that he may be required to incur in relation to the business of the company in performance of duties by him. Reimbursements of expenses are not part of remuneration.

v) Company Car, Telephone and Mobile :

The Company shall provide a car with Driver to the Managing Director for official use. The Company shall also provide at its cost, telephone at his residence and mobile phone. Personal long distance calls on telephone or mobile shall be billed by the Company to the Managing Director.

vi) Personal Accident Insurance :

The Company shall pay for the benefit of the Managing Director / his successors an accident insurance policy for such value that annual premium of such accident insurance policy shall not exceed Rs.5,000/-.

If the Company has no profits or its profits are inadequate in any financial year, the remuneration including the perquisites as aforesaid shall be paid to Dr. Pradeep Bavadekar in accordance with the provisions of Section 197, Section 198 and Schedule V of the Act which shall be subject to approval of the Central Government, required if any.

Statement as per Schedule V (Part II) (Section II Part B (iv)) of the Companies Act, 2013:

	General Information	
1	Nature of Industry	The Company is into the business of providing consultancy in the field of power, energy, banking & finance, infrastructure etc. The Company also conducts IT and Vocational Training programmes.
2	Date or expected date of commencement of commercial production	The Company is having operations since 1982.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial Performance based on given indicators	As on 31st March, 2018, Total Income: Rs. 6236.28Lakhs. Total profit: Rs. 282.67 Lakhs

		EPS: Rs. 2.34
5	Foreign Investment or collaboration, if any	Not Applicable
	Information about the appointee	
1	Background details	He holds a Masters of Business Administration in Marketing Management and a Ph. D. in Business Administration from University of Pune. He has over 30 years of work experience in the field of manufacturing, sales & marketing, management and technical consultancy.
2	Past remuneration	For the Financial Year 2017-18, fixed remuneration plus perquisites aggregating to Rs. 85,06,585/-
3	Recognition or awards	He was awarded with Business Express Shree Award by Business Express Shree Foundation. He was also honoured with The Enterprise of the Future from the Institute of Management Consultants of India.
4	Job profile and his suitability	Dr.Bavadekar joined MITCON in April 1995. In following twenty two years, he led the company to growth year-on-year. He is a visionary and a thought leader, besides being a brilliant strategist and analyst. He re-oriented the organisation towards profitability, viability and growth exposing it to emerging and new business opportunities. He has greatly contributed in expanding the business and

		operations of our Company. He also greatly contributed in establishing brand image of the Company.
5	Remuneration proposed	As detailed in the resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the Company and big responsibility Dr.Bavadekar is carrying. The remunerations do differ from company to company in the industry depending on the respective operations.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Apart from drawing remuneration as Managing Director of the Company, there are no other pecuniary relationships. Dr.Bavadekar is not related to any key managerial personnel of the Company.</p> <p>He holds 5,60,000 Equity Shares of Rs. 10/- each (4.63%) of your Company in his personal capacity.</p>

The Board recommends the Special Resolution at Item No.5 of the Notice for approval of the shareholders.

Except Dr. Pradeep Bavadekar, none of your Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested in above resolution.

**By Order of the Board of
Directors**

Sd/-

**Place: Pune
Date: 17th July, 2018**

**Abhijeet Modak
Company Secretary
Mem. No. – A36828**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF BANKS, FINANCIAL INSTITUTIONS, LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**
- 2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 5 of the accompanying Notice, is annexed hereto**
- 3. The Register of Members and Share Transfer Books will remain closed from 25th August, 2018, till 29th August, 2018 (both days inclusive).**
- 4. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment under Item no. 3 at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Director for her reappointment.**
- 5. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those shareholders whose names appear on the Register of Members as on 29th August, 2018.**
- 6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents, Link Intime India Private Limited (Link Intime) to provide efficient and better services. Members holding shares in physical**

form are requested to intimate such changes to Link Intime or to the Company.

7. **Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime for assistance in this regard.**
8. **Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.**
9. **In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.**
10. **The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.**
11. **To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime/ Depositories.**
12. **Members seeking any information with regard to the Accounts, are requested to write to the Company at least seven days prior to the date of the meeting, so as to enable the Management to keep the information ready at the meeting.**
13. **Members may note that the Notice of the 36th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.mitconindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Pune for inspection during normal business hours on all working days except 4th Saturday.**

14. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the email id: cs@mitconindia.com.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 6.30 pm) on all working days except 4th Saturday, up to and including the date of the Annual General Meeting of the Company.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to “sridharmudliar@yahoo.com” with a copy

marked to “evoting@nsdl. co.in”

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the ‘Downloads’ section of www.evoting.nsdl.com.
 - a) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot Password’ option available on the site to reset the password.
 - b) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - c) The e-voting period commences on 26th August, 2018 (9:00 a.m.) and ends on 28nd August, 2018 (5:00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 24th August, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
 - d) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date, i.e. 24th August, 2018.
- IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the relevant date, i.e. 24th August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company or Link Intime.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the relevant date, i.e. 24th August, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII. Mr. Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries (Membership No. FCS 6156) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.mitconindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited (NSE), Mumbai.

The process and manner for remote e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

PROFILE OF DIRECTORS BEING APPOINTED / RE-APPOINTED

Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

Name : Mrs. Maya Sinha

Age : 59 years

Qualifications : Masters from the Delhi School of Economics, BA (Honours) in Economics and Mathematics and a member of Indian Revenue Services (Former IRS- Income Tax).

Other Directorships :

1. Shreyas Shipping and Logistics Limited
2. Shriram City Union Finance Limited
3. G R Infraprojects Limited
4. Flemingo Travel Retail Limited
5. Airasia (India) Limited
6. Clear Maze Consulting Private Limited
7. Tata Boeing Aerospace Limited
8. CMC Skills Private Limited

Membership of Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

Mrs. Maya Sinha does not hold any shares in the Company.

Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

Name : Dr. Pradeep Bavadekar

Age : 62 years

Qualification : MBA in Marketing Management, Ph. D.

Other Directorships : Nil

Membership of Committees:

1. Corporate Social Responsibility Committee
3. Stakeholders Relationship Committee

Dr. Pradeep Bavadekar holds 5,60,000 (4.63 %) equity shares of the Company.

ATTENDANCE SLIP
(To be presented at the entrance)

I/We hereby record my/our presence at Thirty-Sixth Annual General Meeting of the MITCON Consultancy & Engineering Services Ltd., held on, 29th August, 2018, at MITCON Institute of Management, Balewadi, Pune-411 045, at 11.30 a.m.

Name	
Ledger Folio No.	
DP ID	
Client ID	
No. of Shares	

Note: Only shareholders / proxies/ authorized representative are allowed to attend the meeting.

**Form No. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies
(Management and Administration) Rules, 2014]

CIN: L74140PN1982PLC026933

Name of the Company: MITCON Consultancy & Engineering Services Limited

Registered Office: First Floor, Kubera Chambers, Shivajinagar, Pune-411005

Name of the member(s) :

Registered Address :

E-mail id:

Folio No./Client ID:

DP ID:

I/We, _____
_____ of _____ being a member(s) of
MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED hereby
appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature _____, or
failing him

2. Name: _____
Address: _____
E-mail Id: _____
Signature _____, or

failing him

3. Name: _____

Address: _____

E-mail Id: _____

Signature _____, or

failing him as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company to be held on _____, 2018 at MITCON Institute of Management, Balewadi, Pune – 411045, at 11.30 a.m. and/or at any adjournment there of in respect of such resolutions as are indicated below :

Resolution No.	Optional*	
	For	Against
Ordinary Business		
1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.		
2. To declare a final dividend on equity shares for the financial year ended on 31st March, 2018.		
3. To appoint a Director in place of Mrs. Maya Sinha(holding DIN0 3056226), who retires by rotation and being eligible, offers himself for re-appointment		
4. To ratify appointment of Statutory Auditors for the Financial Year 2018-19:		
Special Business		
5. Re-appointment of Dr. Pradeep Bavadekar as a Managing Director of the Company		

Signed this _____ day of _____, 2018.

Affix a

Signature of Shareholder

Revenue stamp -----

Signature of Proxy Holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 36th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, you Proxy will be entitled to vote in the manner as he/she thinks appropriate.

