

# SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune – 411005  
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Date: September 5, 2015

To,  
The Chairman,  
MITCON Consultancy & Engineering Services Limited,  
Kubera Chambers, Shivaji Nagar,  
Pune - 411005

Sub. : Report on the Voting Process of the Postal Ballot

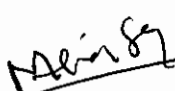
Dear Sir,

I undersigned, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of MITCON Consultancy & Engineering Services Limited ("the Company") for scrutinizing the voting process of the Postal Ballots [upto September 4, 2015 (5.00 PM)] and voting through electronic mode [during August 5, 2015 (9.00AM) to September 4, 2015 (5.00PM)] on the proposed resolution under section 13 read with section 117 (3) (a) of the Companies Act. 2013 as mentioned in the Postal Ballot Notice dated May 27, 2015.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and Listing Agreement entered into by the Company with the Stock exchanges on which the shares of the Company are listed relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolutions proposed in the Notice of the Postal ballot dated May 27, 2015 is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballots is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report of physical ballots received.

I have scrutinized the voting done by the members through postal ballots received upto September 4, 2015 (5.00PM) and e-voting during August 5, 2015 (9.00AM) to September 4, 2015 (5.00PM). The report of the same is annexed herewith.

For SVD & Associates

  
Sridhar Mudaliar  
Partner  
C.P. No. 2664



**Sridhar G. Mudaliar**  
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar,  
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Model Colony,  
Pune- 411016  
Tel: 25655319

Company Secretary

Report on the Voting Process of the Postal Ballots and voting through electronic mode of MITCON Consultancy & Engineering Services Limited on the special resolution as under:

- a) Resolution no. 1 – Special Resolution for approval for insertion of new clauses no. 11 and 12 to Clause (A) of part III of the Memorandum of Association.

PARTICULARS		Voting through postal ballot	E-Voting	TOTAL
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	-	-	217
II.	Total Shareholders to whom Postal Ballots send	68	-	68
	Total shareholders to whom email send	-	149	149
III.	Total shareholders who exercised their votes	1	8	9
IV.	Number of Postal Ballots rejected and not voted	0	0	0
	Number of shareholders	0	0	0
	Number of shares	0	0	0
V.	Total No. of Valid Postal Ballots/e- voting	1	8	9
	Number of shareholders in favour	1	8	9
	Number of shareholders against	0	0	0
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	100%	100%	100%
VI.	Total votes (in terms of number of voting rights/shares) exercised through Postal Ballots/e-voting	10,00,000	10,42,000	20,42,000
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	0	0	0
	Total valid votes	10,00,000	10,42,000	20,42,000
VII.	Number of votes in favour of the resolution	10,00,000	10,42,000	20,42,000
	Number of votes against the resolution	0	0	0
VIII.	Votes in favour of the resolution as a percentage of votes cast	100%	100%	100%

Place: Pune  
Date: September 5, 2015

Sridhar Mudaliar  
C.P. No. 2664

