

NOTICE OF 43RD ANNUAL GENERAL MEETING

Dear MITCON Members,

I am pleased to invite you to the 43rd Annual General Meeting ("AGM") of MITCON Consultancy & Engineering Services Limited (the "Company") scheduled to be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Friday, September 26, 2025 at Kubera Chambers, Shivaji Nagar Pune -411005 at 12:30 P.M., in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020, 17/2020, 2/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated 5th May, 2020, 8th April 2020, 13th April, 2020, 13th January 2021, 05th May 2022, 28th December 2022, 25th September, 2023 and 19th September 2024 respectively.

As a Shareholder, you are entitled to attend, speak and vote at the AGM. Here, it gives you the opportunity to vote on various company matters, by attending AGM through VC/OAVM.

As per Section 108 of the Companies Act 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means on all resolutions set forth in the Notice before or during the Meeting. The instructions for e voting are included in this AGM Notice. The formal notice of AGM (the "AGM Notice") is set out in subsequent pages of this document and explanatory notes on the business to be considered are set out on further pages.

Your Board of Directors presume that the proposals included in the Notice of AGM are in the best interests of the Company and its Shareholders as a whole. The Directors intend to do so in respect of their own shareholdings. On behalf of the Board of Directors, I would like to thank you for your continued support and look forward to meeting you at the Annual General Meeting.

Yours faithfully,

Sd/-

Ms. Ankita Agarwal
Sr. VP – Head of Compliance & Legal

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") ON FRIDAY, SEPTEMBER 26, 2025 (THE "AGM") WITH DEEMED LOCATION AS REGISTERED OFFICE OF THE COMPANY AT KUBERA CHAMBERS, SHIVAJI NAGAR PUNE – 411005 AT 12:30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

A. ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement as on March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon;**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

Resolution No: 01/AGM/2025-26

"RESOLVED THAT the Audited Financial Statements, both on Standalone and Consolidated basis for the financial year ended March 31, 2025 comprising of Balance Sheet as at March 31, 2025 and Statement of Profit and Loss, Cash flow Statement for the year ended on that date together with Note and Schedules thereon, prepared as per Indian Accounting Standards, and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

- 2. To appoint Mr. Sudarshan Mohatta (DIN 07902731), as a Director liable to retire by rotation**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

Resolution No: 02/AGM/2025-26

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sudarshan Mohatta (DIN: 07902731), Non-Executive Director who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

B. SPECIAL BUSINESS:

- 3. To consider and approve appointment of M/s Mamta Binani and Associates, Practising Company Secretaries as the Secretarial Auditors of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

Resolution No: 03/AGM/2025-26

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on recommendation and approval of Audit Committee and Board of Directors of the Company, M/s Mamta Binani and Associates, Practising Company Secretaries, a Peer Reviewed Firm having Peer Review Certificate No. 722/2020, Membership No. A47768 and COP No. 18655, who has consented to and confirmed its eligibility to act as Secretarial Auditor be and are hereby appointed as the Secretarial Auditors of the Company for a period of five years commencing from FY 2025-26 to FY 2029-30, at such terms and conditions at a fees of Rs. 1,50,000 for current year and for subsequent years, such fee as determined by the Board, on recommendation of Audit Committee.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filing of necessary forms, documents, applications and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

4. To approve Material Related Party Transactions with Planeteye Infra-AI Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

Resolution No: 04/AGM/2025-26

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Section 188 of the Companies Act, 2013 read with Rules made thereunder (including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time), and based on recommendation and approval of Audit Committee and Board of Directors of the Company, consent and approval of the Shareholders of the Company be and is hereby accorded to the Company to enter into following material related party transactions, in the ordinary course of business and on arms-length terms notwithstanding that such transactions may exceed the Materiality threshold prescribed under the Listing Regulations and/or Companies Act, 2013 as mentioned below:

Name of Related Party & Nature of Relationship	Type of Transaction	Estimated Transaction Value & Term
Planeteye Infra-AI Limited, Step Down Subsidiary	Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services.	Rs. 50 Crores each year for a period of 3 years commencing from FY 2025-26

RESOLVED FURTHER THAT the Board of Directors of the Company, which the term shall include any Board Committee, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

5. To approve Material Related Party Transactions between Krishna Windfarms Developers Private Limited and MINVEN Group SPVs

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

Resolution No: 05/AGM/2025-26

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable regulatory requirements if any, and based on recommendation and approval of Audit Committee and Board of Directors of the Company, consent and approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company for the Material related party transaction, as mentioned herein, to be entered into in the ordinary course of business on arms-length terms, between Krishna Windfarms Developers Private Limited, Subsidiary of the Company and other entities, which upon acquisition of stake therein by the Company would become related parties:

Name of Wholly Owned Subsidiary	Name of Related Party	Type of Transaction	Estimated Transaction Value & Term
Krishna Windfarms Developers Private Limited	MINVEN Solar 01 Private Limited and/or MINVEN Solar 02 Private Limited and/or MINVEN Solar 03	Execution of Engineering Procurement Commissioning (EPC) Contract comprising of Sale, purchase or supply of goods or materials, leasing	Upto Rs. 150 Crores for FY 2025-26

	Private Limited	of property of any kind, availing or rendering of any services.	
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RESOLVED FURTHER THAT the Board of Directors of the Company, which the term shall include any Board Committee, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**By Order of the Board of Directors
For MITCON Consultancy & Engineering Services Limited**

**Sd/-
Ms. Ankita Agarwal
Company Secretary
M. No: A49634**

Date: 13.08.2025
Place: Pune
Regd. Office: First Floor, Kubera Chambers, Shivajinagar, Pune – 411005
CIN: L74140PN1982PLC026933

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mitconindia.com. The Notice can also be accessed from the websites of the National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.
8. 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.
9. Members seeking any information with regard to the Accounts, are requested to write to the Company at cs@mitconindia.com at least seven (7) days prior to the date of the meeting, so as to enable the Management to keep the information ready at the meeting.
10. Members may note that the Notice of the 43rd Annual General Meeting and the Annual Report for 2024-25 will also be available on the Company's website www.mitconindia.com for their download.
11. The documents referred to in the notice of the AGM are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@mitconindia.com by September 21, 2025.

12. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, September 19, 2025.
13. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e. August 29, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or at cs@mitconindia.com or at pune@in.mpms.mufg.com.
14. CS Shikha Rai Partner of M/s. Mamta Binani and Associates, Company Secretaries has been appointed 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. The Scrutinizer shall submit, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Company Secretary. The Company Secretary shall declare the results of the voting forthwith and the same shall be placed on the website of the Company i.e. www.mitconindia.com. The results shall also be immediately submitted to the National Stock Exchange of India Limited (NSE), Mumbai.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
16. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) having registered office at C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 23, 2025 at 09:00 A.M. and ends on Thursday, September 25, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your

	<p>existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="730 1037 1244 1341" data-label="Image"> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat

	Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shikha@mamtabinaniandassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@mitconindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@mitconindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@mitconindia.com). The same will be replied by the company suitably.

SPEAKER REGISTRATION

Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@mitconindia.com on or before September 21, 2025. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102 OF THE COMPANIES ACT, 2013

Statement with respect to items covered in the Notice of Meeting are given below:

Item No. 2: To appoint a Director in place of Mr. Sudarshan Mohatta (DIN 07902731), who retires by rotation and being eligible, offers himself for reappointment.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sudarshan Mohatta (DIN 07902731), Non-Executive, Non-Independent Director of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment at the ensuing Annual General Meeting.

Mr. Sudarshan Mohatta is extremely competent professional with around 30 years of experience in the fields of banking and finance (Investment banking, distressed debt, project finance, debt syndication etc.) Smart Collaboration LLP (boutique investment banking business), SBI Capital Market Ltd, ICICI Bank, World Bank, and Project Finance at the Industrial Development Bank of India are all past designated partners (IDBI), Outstanding achievements include debt syndication of over Rs.1 lakh crore (USD 15 billion) across sectors with a particular focus on power, road, port, steel, mining, and others; buy side advisory for global funds for the acquisition of three steel assets (Rs 8,000 crore); sell side advisory for road and road related assets (Rs 2500 crore); and advisory for a fintech start-up that was acquired for more than Rs.300 crore.

The resolution seeks the approval of Members for the re-appointment of Mr. Sudarshan Mohatta (DIN 07902731), as a Director liable to retire by rotation. Your Board recommends the resolution set forth in Item No. 2 for the approval of the Members.

Relevant details of Mr. Sudarshan Mohatta, as required under Secretarial Standard – 2 and applicable provisions of the Companies Act, 2013, are mentioned below:

Mr. Sudarshan Mohatta may be considered as concerned or interested in the resolution set out at Item No. 2, as it relates to his re-appointment.

Sr. No.	Particulars	Details
1.	Name	Mr. Sudarshan Mohatta
2.	Director Identification Number	07902731
3.	Designation/category of the Director	Non-Executive, Non-Independent Director
4.	Age	January 19, 1972; 53 years
5.	Date of the first appointment on the Board	May 26, 2022
6.	Qualification	Qualified Chartered Accountant (CA), Cost Accountant and Company Secretary (CS)
7.	Experience	30 years and expertise in Banking and Finance (Investment Banking, Distressed Debt, Project Finance, Debt Syndication)
8.	Shareholding in the Company including shareholding as a beneficial owner	Shareholding – 0.57% Beneficial Owner – 0.54%
9.	Relationship with the other Directors	Nil
10.	Terms & conditions of the appointment	As may be decided by the Board
11.	Directorships held in other companies	1. Alterstep Ventures Private Limited 2. Alterstep Technologies Private Limited 3. Beesley Consultancy Private Limited
12.	Memberships / Chairmanships of committees of other companies	Nil
13.	Number of meetings of the Board attended during the financial year	2
14.	Details of Remuneration sought to be paid	As may be decided by the Board

Item No.3: To consider and approve appointment of M/s Mamta Binani and Associates, Practising Company Secretaries as the Secretarial Auditors of the Company

Pursuant to the provisions of Section 204 of the Act and the Rules framed thereunder every Listed Company is required to obtain a Secretarial Audit Report from a Company Secretary in practice. Further, as per Regulation 24A of the Listing Regulations (amended vide SEBI notification dated December 12, 2024), every listed company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. In terms of Regulation 24A(1) (b) the appointment of Secretarial Auditor shall be approved by the Members of the Company at their Annual General Meeting.

In compliance with the aforesaid requirements and based on the recommendation(s) of the Audit Committee, the Board at its meeting held on August 13, 2025 has approved and recommended to the shareholders the appointment of M/s. Mamta Binani and Associates, Company Secretaries , a peer reviewed Firm having Peer Review Certificate No. 722/2020 , Membership No. A47768 and COP No. 18655 as the Secretarial Auditors of the Company for a period of five years commencing from FY 2025-26 to FY 2029-30, on following terms and conditions:

- a. **Term of appointment:** For a term of 5 (Five) consecutive years from April 01, 2025 to March 31, 2030.
- b. **Proposed Fees:** Rs. 1,50,000 for current year and for subsequent years, such fee as determined by the Board, on recommendation of Audit Committee.
- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by him in the past.
- d. **Credentials:** M/s Mamta Binani and Associates, Practicing Company Secretaries, a Peer Reviewed Firm having Peer Review Certificate No. 722/2020 and Membership No. A47768 and COP No. 18655, is a seasoned professional with rich experience, specializing in secretarial audits, end-to-end advisory and compliance services Corporate Restructuring, Commercial Contracts, Corporate Law Consultancy, NCLT matters, NBFC Compliances, Foreign Exchange Management including FDIs, Due Diligence. M/s Mamta Binani and Associates has given his consent to act as Secretarial Auditors of the Company and confirmed that his appointment, if approved would be within the prescribed limits and that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the Secretarial Audit fees as mentioned above in mutual consultation between Board of Directors and the Secretarial Auditors.

M/s. Mamta Binani and Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India (ICSI). They have further confirmed that they hold a valid certificate issued by the Peer Review Board of the ICSI and they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Act, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the Listing Regulations read with the SEBI Circular dated December 31, 2024.

None of the Director(s), Key Managerial Personnel(s) or their relatives are concerned or interested in this resolution. The Board recommends the Ordinary Resolution set out at item no. 3 of the Notice for your approval.

Item No.4: To approve Material Related Party Transactions with Planeteye Infra-AI Limited

As per Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, any transaction with related party, other than those in ordinary course of business and at arms-length terms, crossing the threshold mentioned therein requires prior approval of shareholders by way of an ordinary resolution. Further Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with effect from April 1, 2022 ('SEBI Listing Regulations'), mandates prior approval of shareholders through Ordinary Resolution for all Material Related Party Transactions i.e. such transactions to be entered into individually or taken together with previous transactions during a Financial year which exceeds INR 1000 crores (Rupees One Thousand Crore) or 10% (Ten Percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Material Related Party Transactions proposed to be entered into with Step down subsidiary:

M/s. Planeteye Infra-AI Limited is a step down subsidiary of the Company through M/s. MITCON Sun Power Limited. It is estimated that the overall transaction value, on arms-length terms, would be more than 10% of the Annual Consolidated turnover of the listed entity over a period of 3 years and therefore may exceed materiality threshold under the Companies Act, 2013 and/or Listing Regulations. Planeteye Infra AI offers services for Road, Bridges, Transmission, Railways, Solar, Wind, Railways, Airports and other segments of infrastructure. These services are availed by government agencies, large private corporates and small/medium private corporates in India and overseas.

Clients such as Government and Large Privates require eligibility conditions in terms of financials, number of employees (with infra or similar experience), years of existence, assignments completed in infrastructure segments besides technical capabilities in satellite image processing. Planeteye Infra being newly established entity does not fulfill various eligibility criteria as mentioned herein, whereas the Company fulfills such eligibility criteria in combination of experience of Planeteye Infra AI and Shrikhande Consultants as may be applicable.

Hence, the Company will bid for such projects wherein either Planeteye Infra AI is short on eligibility or pooled expertise of group entities is required and outsource relevant work and/or complete work to Shrikhande Consultants Limited respectively and enter into Related Party Transaction as mentioned in the resolution. The commercials for such outsourcing of works shall be on arms-length terms.

In view of above, as an abundant caution and with a view to facilitate execution of proposed transaction, it is proposed to seek Shareholders' approval pursuant to applicable provisions of the Act and/or Listing Regulations. Relevant details of the proposed Material Related Party transaction as per Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as mentioned herein:

Name of Related Party	Planeteye Infra-AI Limited
Nature of relationship	Step down Subsidiary of MITCON Consultancy & Engineering Services Limited
Name of Director / KMP who is related party	None
Nature, material terms, monetary value and particulars of contracts or arrangements	Nature - Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services in the ordinary course of business on arms-length terms Value - Rs. 50 Crores each year for period of 3 years commencing from FY 2025-26
Tenure of proposed transaction	Rs. 50 Crores each year for a period of 3 years commencing from FY 2025-26
Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 2024-25, that is represented by the value of the proposed RPT	44.36%
Justification for why the proposed transaction is in the interest of the listed entity	The Company fulfills eligibility criteria in combination of experience of Planeteye Infra AI and Shrikhande Consultants
A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary	Not Applicable
Any other relevant information	All relevant information is detailed in the Explanatory statement.

In compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013, approval of Members for the above Material Related Party Transactions is being sought by way of Ordinary Resolution.

The proposed related party transactions will contribute to continuous growth in business & profits of your Company and are/ would be in the interest of the Company. Hence, the Audit Committee & Board recommends the proposal for approval of the Shareholders by passing Ordinary Resolution as detailed in Item No. 4 of the Notice.

None of the Related Parties shall vote to approve the Ordinary resolution.

None of the Directors, key managerial personnel and their relatives, are concerned or interested in the proposed resolution, either financially or otherwise except to the extent of their shareholding in the Company.

Item No.5: To recommend and approve Material Related Party Transactions between Krishna Windfarms Developers Private Limited and MINVEN Group SPVs

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with effect from April 1, 2022 ('SEBI Listing Regulations'), mandates prior approval of shareholders through Ordinary Resolution for all Material Related Party Transactions i.e. such transactions to be entered into individually or taken together with previous transactions during a Financial year which exceeds INR 1000 crores (Rupees One Thousand Crore) or 10% (Ten Percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further pursuant to Regulation 23(4), all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) by unlisted subsidiaries with other related parties, without involvement of Listed entity, shall require prior approval of the shareholders of Listed entity, through resolution and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

Material Related Party Transactions proposed to be entered into with wholly owned subsidiary and Proposed Subsidiary Company:

Krishna Windfarms Developers Private Limited, a Wholly Owned Subsidiary Company is in active discussions with MINVEN Solar 01 Private Limited, MINVEN Solar 02 Private Limited and MINVEN Solar 03 Private Limited ("MINVEN Group SPVs") for obtaining EPC Contract(s), which individually or jointly by the MINVEN Group SPVs is expected to be approx. Rs. 150 Crores per year over a period of 3 years from FY 2025-26. While MINVEN Group SPVs are currently not related parties, post-acquisition of 49% stake, as approved by the Board at the Meeting dated March 26, 2025 and subject to completion of closing conditions, these entities will become Associate entities and Related Party(ies) of the Company and hence approval of Shareholders is sought for Material Related Party Transaction proposed to be executed between Wholly Owned Subsidiary and the entities who will be Associate entities of the Company as mentioned above, upon acquisition of 49% stake.

Summary of information provided by the management to the Audit Committee

Particulars of Related Parties & Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	(i) Krishna Windfarms Developers Private Limited, Wholly Owned Subsidiary of the Company. (ii) MINVEN Solar 01 Private Limited, MINVEN Solar 02 Private Limited and MINVEN Solar 03 Private Limited – Entities which will become Associate entities of the Company upon conclusion of acquisition of 49% in the said entities by the Company
Name of Director / KMP of the Company who is related party	None of the Directors / KMPs of the Company are Directors/KMP of Krishna Windfarms Developers Pvt Ltd or MINVEN Solar 01 Private Limited or MINVEN Solar 02 Private Limited or MINVEN Solar 03 Private Limited
Type, Nature, material terms, monetary value and particulars of contracts or arrangements	Nature - Execution of EPC Contract, Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services in the ordinary course of business on arms-length terms Value – Upto Rs. 150 Crores each year
Tenure of proposed transaction	Upto Rs. 150 Crores for FY 2025-26
Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 2024-25, that is represented by the value of the proposed RPT	133%
Justification for why the proposed transaction is in the interest of the listed entity	Execution of EPC Contract and on arms-length terms
A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable

Whether the transaction relates to any loans, inter-corporate deposits, advance or investments made or given by the listed entity or its subsidiary	Not Applicable
Any other relevant information	All relevant information is detailed in the Explanatory statement.

In compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013, approval of Members for the above Material Related Party Transactions is being sought by way of Ordinary Resolution.

The proposed related party transactions will contribute to continuous growth in business & profits of your Company on consolidated basis and are/ would be in the interest of the Company. Hence, the Audit Committee & Board recommends the proposal for approval of the Shareholders by passing Ordinary Resolution as detailed in Item No. 4 of the Notice.

None of the Related Parties shall vote to approve the Ordinary resolution.

None of the Directors, key managerial personnel and their relatives, are concerned or interested in the proposed resolution, financially or otherwise except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For MITCON Consultancy & Engineering Services Limited**

**Sd/-
Ms. Ankita Agarwal
Company Secretary
M. No: A49634**

**Date: 13.08.2025
Place: Pune
Regd. Office: First Floor, Kubera Chambers, Shivajinagar, Pune – 411005
CIN: L74140PN1982PLC026933**