

**NAME OF THE ISSUER: MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED**

1. Type of issue (IPO/ FPO)	<ul style="list-style-type: none"> <li>Initial Public Offer - SME Issue on NSE EMERGE</li> <li>Opened on October 15, 2013 and Closed on October 18, 2013</li> <li>Date of Listing: November 01, 2013</li> </ul>		
2. Issue size (₹ crore)	Public Issue of 41,00,000 equity shares of ₹ 10/- each for cash at a price of ₹ 61/- per share aggregating to ₹ 25.01 crores		
3. Grade of issue alongwith name of the rating agency	<ul style="list-style-type: none"> <li>SME grade 4 out of 5 indicating the fundamentals of the Company are superior compared to other SMEs in India</li> <li>Grading agency - CRISIL Limited</li> </ul>		
4. Subscription level (number of times). If the issue was undersubscribed, please clarify how the funds were arranged.	<ul style="list-style-type: none"> <li>0.94 times &amp; the balance portion was subscribed by underwriter(s).</li> </ul>		
5. QIB holding (as a % of total outstanding capital) as disclosed to stock exchanges (See Clause 37 of the listing agreement) (i) Allotment in the issue (ii) At the end of the 1st Quarter immediately after the listing of the issue (iii) At the end of 1st FY (iv) At the end of 2nd FY (v) At the end of 3rd FY	<ul style="list-style-type: none"> <li>76.14%</li> <li>NA</li> </ul> (Since the issue is listed on SME platform the same is available on half yearly basis) <ul style="list-style-type: none"> <li>87.71% (FY ended March 2014 - Includes Pre IPO QIB holding)</li> <li>46.89% (FY ended March 2015)</li> <li>52.20% (FY ended March 2016)</li> </ul>		
6. Financials of the issuer (as per the annual financial results submitted to stock exchanges under Clause 43 of the listing agreement)	(₹ In Crores)		
<b>Parameters</b>	<b>1st FY (For the Year ended March 31, 2014)</b>	<b>2nd FY (For the Year ended March 31, 2015)</b>	<b>3rd FY (For the Year ended March 31, 2016)</b>
<b>As per Audited Financials</b>			
Income from operations	39.96	42.83	44.97
Net Profit for the period	7.09	5.36	4.60
Paid-up equity share capital	12.10	12.10	12.10
Reserves excluding revaluation reserves	50.86	54.24	75.46



<p><b>(iii) At the end of 3rd FY (March 31, 2016)</b></p>	<p>26, 2015, made following changes:</p> <ul style="list-style-type: none"> <li>➤ Accepted the resignation of Mr. Suneet Shukla due to withdrawal of nomination by IFCI Limited.</li> <li>➤ Accepted the resignation of Mr. Harkesh Kumar Mittal as a Director of the Company.</li> <li>➤ Appointed Mr. Chiman Deshmukh as an Additional Director representing SICOM Limited.</li> <li>➤ Appointed Mr. J.P. Dange, as an Independent Director to hold office till 26th March, 2020 subject to approval of Shareholders.</li> </ul> <ul style="list-style-type: none"> <li>• Company in its Board meeting held on June 26, 2015 accepted resignation given by Mr. Vineet Suchanti as a Director of the Company effective from June 12, 2015.</li> <li>• Company in its Board meeting held on August 26, 2015 has considered and approved the following: <ul style="list-style-type: none"> <li>➤ Accepted resignation given by Mr. Ananta P. Sarma as a Director of the Company.</li> <li>➤ Appointment of Mr. Ravi Tyagi as an Additional Director representing Small Industries Development Bank of India (SIDBI), a Shareholder.</li> </ul> </li> <li>• Board at its meeting held on March 28, 2016 accepted withdrawal of nomination of Mr. S. Thiruvadi as a representative of Canbank Venture Capital Fund Limited on the Board of the Company with effect from February 22, 2016.</li> </ul>
<p><b>(iv) During the 4th FY (2016-17)</b></p>	<ul style="list-style-type: none"> <li>• Board at its meeting held on March 28, 2016 accepted withdrawal of nomination of Mr. S. Thiruvadi as a representative of Canbank Venture Capital Fund Limited on the Board of the Company with effect from February 22, 2016.</li> </ul>

**9. Status of implementation of project/ commencement of commercial production (as submitted to stock exchanges under Clause 43 (IV) (e) of the listing agreement)**

**(i) As disclosed in the offer document**

The proposed deployment of issue proceeds in terms of offer document are as follows:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Total Amount (in ₹lacs)</b>	<b>Fiscal 2014</b>	<b>Fiscal 2015</b>
1.	Acquisition of property for setting up new offices in Bangalore, Hyderabad, Chennai, New Delhi and Ahmedabad and environment testing laboratory in Bangalore and Ahmedabad	1,613.80	1,613.80	-
2.	Purchase of office equipment for new offices	57.70	32.91	24.79
3.	Purchase of furniture and fixtures and carrying out interior designing for the new offices and the environment testing laboratory	291.19	291.19	-
4.	Purchase of equipment for environment testing laboratory at Ahmedabad and Bangalore	101.50	101.50	-
5.	General Corporate Purposes	81.33	81.33	-
6.	Issue Expenses	355.48	355.48	-
	<b>Total</b>	<b>2,501.00</b>	<b>2,476.21</b>	<b>24.79</b>

**(ii) Actual Implementation**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount utilized till March 2016 (₹ In lacs)</b>
1.	Acquisition of property for setting up new offices in Bangalore, Hyderabad, Chennai, New Delhi and Ahmedabad and environment testing laboratory in Bangalore and Ahmedabad	972.34
2.	Purchase of office equipment for new offices	33.87
3.	Purchase of furniture and fixtures and carrying out interior designing for the new offices and the environment testing laboratory	182.21
4.	Purchase of equipment for environment testing laboratory at Ahmedabad and Bangalore	-
5.	General Corporate Purposes	81.05
6.	Issue Expenses	355.43
	<b>Total</b>	<b>1,624.90</b>

**(Source: Company Information)**

**(iii) Reasons for delay in implementation, if any**

The Company acquired properties for new offices at Ahmedabad, Bangalore & Chennai and had been diligently exploring office properties at other places and laboratories at competitive prices and at best suited terms & conditions.

The Company has forcefully refrained itself from spending amount on setting up environmental testing laboratories at Ahmedabad and Bangalore on account of downward trend in the economy over the past two financial years.

**(Source: Company Information)**

**10. Status of utilization of issue proceeds (as submitted to stock exchanges under Clauses 41, 43 and 43A of the listing agreement)**

**(i) As disclosed in the offer document –**

The total cost of the project is estimated at ₹ 2501.00 lacs brief details of which are as follows:

**(₹ in Lacs)**

Sr. No	Details	Amount
1	Acquisition of property for setting up new offices in Bangalore, Hyderabad, Chennai, New Delhi and Ahmedabad and environment testing laboratory in Bangalore and Ahmedabad	1613.80
2	Purchase of office equipment for new offices	57.70
3	Purchase of furniture and fixtures and carrying out interior designing for the new offices and the environment testing laboratory	291.19
4	Purchase of equipment for environment testing laboratory at Ahmedabad and Bangalore	101.50
5	General Corporate Purposes	81.33
6	Issue expenses	355.48
	<b>Total Project Cost</b>	<b>2501.00</b>

**Means of Finance**

Particulars	Amount (₹ In lacs)
Proceeds of the Issue	2,501.00
<b>Total means of finance</b>	<b>2,501.00</b>

**(ii) Actual Utilisation –**

		(₹ in lacs)
Sr. No.	Particulars	FY 2016
1.	Acquisition of property for setting up new offices in Bangalore, Hyderabad, Chennai, New Delhi and Ahmedabad and environment testing laboratory in Bangalore and Ahmedabad	972.34
2.	Purchase of office equipment for new offices	33.87
3.	Purchase of furniture and fixtures and carrying out interior designing for the new offices and the environment testing laboratory	182.21
4.	Purchase of equipment for environment testing laboratory at Ahmedabad and Bangalore	-
5.	General Corporate Purposes	81.05
6.	Issue Expenses	355.43
	<b>Total</b>	<b>1,624.90</b>

As of March 31, 2016, the unutilised proceeds from the Issue have been deployed in fixed deposits with NBFCs.

**(iii) Reasons for deviation, if any**

Not Applicable

**(Source : Company Information)**

**11. Comments of monitoring agency, if applicable (See Regulation 16 of SEBI (ICDR) Regulations, 2009 read with Clause 43A of the listing agreement)**

**(a) Comments on use of funds**

**(b) Comments on deviation, if any, in the use of proceeds of the issue from the objects stated in the offer document**

**(c) Any other reservations expressed by the monitoring agency about the end use of funds**

**(To be submitted till the time the issue proceeds have been fully utilised)**

- There is no requirement of appointment of monitoring agency for issue size less than ₹ 500 crores in terms of Regulation 16 of SEBI (ICDR) Regulations 2009.
- Since the size of Public issue of Mitcon Consultancy & Engineering Services Limited was below ₹ 500 crores, no monitoring agency was required to be appointed to monitor the proceeds of the IPO.

12. Price Related Data

Issue Price: ₹ 61/- per share

Designated Stock Exchange: National Stock Exchange Limited- EMERGE

Price parameters	At close of listing day (November 01, 2013)	At close of 30th calendar day from listing day (November 30, 2013)#	At close of 90th calendar day from listing day (January 29, 2014)	As at the end of 1st FY after the listing of the issue (March 31,2014)			As at the end of 2nd FY after the listing of the issue (March 31,2015)			As at the end of 3rd FY after the listing of the issue (March 31,2016)		
				Closing price	High (during the FY)	Low (during the FY)	Closing price	High (during the FY)	Low (during the FY)	Closing price	High (during the FY)	Low (during the FY)
Market Price (₹)	51.10	44.50	No Trading	No Trading	60.00	37.95	No Trading	61.10	40.00	No Trading	101.00	50.50
Index (of the Designated Stock Exchange)	6307.20	6217.85	6120.25	6704.20	6730.05	5118.85	8491.00	9119.20	6638.55	7738.40	8834.00	6970.60
Sectoral Index (CNX SMLCAP) Refer the note below	3122.75	3220.20	3178.10	3692.95	3696.50	2508.95	5623.3	5906.45	3680.25	4884.85	6038.90	4354.25

NA : Not Available

#Since November 30, 2013 was a trading holiday the closing price of next trading day i.e. December 02, 2013 has been considered.

**Note:** There is no specific sectoral index for services offered by the Company, as per the designated stock exchange ('NSE EMERGE'). For the purposes of comparison, the performance of CNXSMLCAP (Small Cap) Index has been provided.

Source : NSE website

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13. Basis for Issue Price and Comparison with Peer Group & Industry Average (Source of accounting ratios of peer group and industry average may be indicated; source of the accounting ratios may generally be the same, however in case of different sources, reasons for the same may be indicated)

Accounting ratio	Name of company	As disclosed in the offer document (See Clause (2) (VII) (K) of Schedule VIII to SEBI (ICDR) Regulations, 2009)	At the end of 1st FY 31 March 2014	At the end of 2nd FY 31 March 2015	At the end of 3rd FY 31 March 2016
<b>EPS (₹)</b>	Mitcon Consultancy & Engineering Services Limited	12.47	7.30	4.43	3.81
	<b>Peer Group: **</b>	NA			
	<b>Industry Avg: **</b>	NA			
<b>P/E (Times)</b>	Mitcon Consultancy & Engineering Services Limited				
	• At the Issue Price	4.89	8.36	13.77	16.01
	• At the Market Price	4.89	5.68 <sup>#</sup>	11.40 <sup>§</sup>	18.37 <sup>§§</sup>
	<b>Peer Group: **</b>	NA			
	<b>Industry Avg: **</b>	NA			
<b>RoNW(%)</b>	Mitcon Consultancy & Engineering Services Limited	18.32	11.26	8.08	5.16
	<b>Peer Group: **</b>	NA			
	<b>Industry Avg: **</b>	NA			
<b>NAV per share based on balance sheet (₹)</b>	Mitcon Consultancy & Engineering Services Limited	68.03	52.03	54.83	73.82
	<b>Peer Group: **</b>	NA			
	<b>Industry Avg: **</b>	NA			

<sup>#</sup>since there was no trading in scrip on March 31, 2014 hence closing price of previous trading day of scrip i.e. March 25, 2014 has been considered.

<sup>§</sup>since there was no trading in scrip on March 31, 2015 hence closing price of previous trading day of scrip i.e. March 27, 2015 has been considered.

<sup>§§</sup> since there was no trading in scrip on March 31, 2016 hence closing price of previous trading day of scrip i.e. February 18, 2016 has been considered.

\*\* There were no comparables listed companies and hence data was not provided in the offer document

NA : Not Available  
 EPS : Earnings Per Share  
 P/E : Price Earning Multiple  
 RONW : Return on Net Worth  
 NAV : Net Asset Value



**14. Any other material information**

<b>Period</b>	<b>Particulars</b>
<b>2013-2014</b>	<ul style="list-style-type: none"> <li>• The Company has been appointed as Consultants for developing Master Plan (DPR) for modernization of Deonar Abattoire by Ministry of Food Processing Industries, Govt. of India and National Meat Processing Board, New Delhi pursuant to the a Tripartite Agreement entered into between them.</li> </ul>
<b>2014-15</b>	<ul style="list-style-type: none"> <li>• The Company has opened new state of the art Center for CSR and Skill Development at Balewadi, Pune.</li> <li>• The Board of Directors of the Company at its meeting held on May 30, 2014 has recommended final dividend @ 10% i.e. ₹ 1/- per share on Equity Shares of ₹ 10/- each for the financial year ended on March 31, 2014 subject to the approval of the shareholders in the ensuing Annual General Meeting.</li> <li>• The company has inaugurated Bangalore Office on September 26, 2014 which is equipped with the state of the art facility including modern gadgets, softwares, energy audit instruments and qualified manpower to cater the need of clients.</li> <li>• The company has inaugurated Chennai Office on November 24, 2014 which is equipped with the state of the art facility including modern gadgets, softwares, and qualified manpower to cater the need of clients.</li> </ul>
<b>2015-16</b>	<ul style="list-style-type: none"> <li>• Board of Directors of the Company at its meeting held on May 27, 2015, has recommended a final dividend of INR Rs. 1/- per Equity Shares ( @ 10% ) of face value of INR Rs. 10/- per share for the financial year 2014-15, subject to the approval of the shareholders in the ensuing Annual General Meeting.</li> <li>• Company has been appointed as Study Centre by School of Computer Science of YCMOU for conducting various computer based courses. These courses shall be conducted by e-school division of the Company at its Balewadi Centre.</li> <li>• Company has been accredited as “Training Partner” by NSDC for conducting skill based training programs at its centres at Balewadi and Agriculture College campus in Pune. The said training programmes will be conducted by the MITCON Centre for CSR and skill Development division.</li> <li>• National Award for Excellence in “Green &amp; Waste” was conferred to the Company, in the ‘Green Services Business Category’, on the occasion of the “World CSR Day” on July 24, 2015.</li> </ul>

**(Source: Corporate Announcement –NSE- Emerge website)**

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