

Sr. No. DMR/SE/22-23/73

Date: 17.08.2023

The Manager,
BSE SME Platform
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
Email: bsesme.info@bseindia.com
BSE Scrip Code: 543410

Subject: Notice of the 14th Annual General Meeting and Annual Report of the Company for the Financial Year 2022-23

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34(1) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) and other applicable laws, please find enclosed herewith the copy of the Annual Report for the Financial Year (“FY”) 2022-23 along with the Notice of 14th Annual General Meeting (‘AGM’) of the Company, which is scheduled to be held on Friday, September 08, 2023 at 11:30 A.M. through Video Conferencing / Other Audio Visual Means.

The copy of Annual Report for the FY 2022-23 is also available on the website of the Company at

https://dmrengineering.net/wp-content/uploads/2023/08/DMR_Annual_Report_FY_2022-23.pdf

The copy of the notice of 14th AGM of the Company is also available on the website of the Company at

<https://dmrengineering.net/wp-content/uploads/2023/08/15.-AGM-Notice.pdf>

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all the resolutions as set out in the AGM notice to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Friday, September 01, 2023. The remote e-voting shall commence at Tuesday, September 05, 2023 from 9:00 A.M. (IST) and end at Thursday, September 07, 2023 at 5:00 P.M. (IST).

This is for your information and records.

Thanking you,

Yours Faithfully

For **DMR Hydroengineering & Infrastructures Limited**

RAVINDE
R KUMAR

Digitally signed by
RAVINDER KUMAR
Date: 2023.08.17
19:45:51 +05'30'



Ravinder Kumar Bhatia
Company Secretary & Compliance Officer

Encl: as above

DMR HYDROENGINEERING AND INFRASTRUCTURES LIMITED

Registered Office: 473, Sector-30, Faridabad, Haryana, India 121003

Tel: +91 129 4360445, Email: cs@dmrengineering.net

Website: www.dmrengineering.net, CIN: L74900HR2009PLC039823

NOTICE

Notice is hereby given that the 14th Annual General Meeting (“AGM”) of the Members of DMR Hydroengineering and Infrastructures Limited for the financial year ended March 31, 2023 will be held on Friday, September 08, 2023 at 11.30 a.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 (“Act”) and rules framed thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with Ministry of Corporate Affairs (“MCA”) circulars dated December 28, 2022, May 05, 2022, May 05, 2020, April 17, 2020, and April 08, 2020 respectively (collectively referred to as “MCA Circulars”) and SEBI Circular dated January 05, 2023, May 13, 2022, and May 12, 2020 and other applicable circulars (collectively referred to as “Applicable Circulars”), to transact the following businesses:

ORDINARY BUSINESSSES

- 1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, the Audited Consolidated Financial Statements of the Company for the said financial year, and the Reports of the Board of Directors and Auditors thereon.**

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

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023 together with the report of Board of Directors and Auditors thereon, be and are hereby considered and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the report of Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

- 2. To declare dividend on equity shares of Rs. 0.11/- per equity share for the financial year ended March 31, 2023.**

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

“RESOLVED THAT a final dividend of Rs. 0.11/- per equity share having face value of Rs. 10 each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and shall be paid to members of the company whose names appear in the register of members as on September 1, 2023, out of the profits of the Company.

- 3. To appoint a director in place of Mr. Bangam Prasad Rao (DIN: 09335571), who retires by rotation and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT Mr. Bangam Prasad Rao (DIN: 09335571) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.”

SPECIAL BUSINESSES

4. Increase in the authorized share capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 4,00,00,000 (Rupees Four crore only) divided into 40,00,000 (Forty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 11,00,00,000 (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakh only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded, for alteration of existing Clause V of the Memorandum of Association of the Company by substituting the following in its place:

“V. The Authorised Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakh only) equity shares of Rs. 10/- (Rupees Ten only) each with power to increase/reduce/alter/divide the same in such manner as may be permitted by the Act or as provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT Mr. Subhash Chander Mittal (DIN: 02861072), Chairman and Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

5. Adoption of a new set of Articles of Association of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the rules framed there under and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the regulatory authorities, if any, the consent of the members of the Company be and is hereby accorded to adopt a new set of

Articles of Association of the Company in substitution of and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Subhash Chander Mittal (DIN: 02861072), Chairman and Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

6. Approve the DMR Employee Stock Option Plan 2023

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable laws/statutory Guidelines/Circulars in this regard, and subject to approval such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and based on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to approve the DMR Employees Stock Option Plan 2023 (“Plan” or “Scheme”) and to create, grant, offer, issue and allot under the Plan, in one or more tranches, a maximum of 2,00,000 (Two Lakhs only) options, (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) where each option will be convertible into an equity share of the Company having face value Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), to or for the benefit of the present and future permanent employees of the Company whether working in India or outside India, in one or more tranches and on such other terms and conditions as may be decided in accordance with the extant regulations or other provisions of the law prevailing at the relevant time.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT Nomination and Remuneration Committee be and is hereby designated as the Compensation Committee pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for administration and superintendence of the Scheme and is accordingly authorized to devise, evolve, decide upon and bring into effect the Scheme as per the terms approved in this resolution and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate the Scheme, subject to compliance with the SEBI (Share Based Employee Benefits and Sweat

Equity) Regulations, 2021 and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Nomination and Remuneration Committee (with power to further delegate such powers to any executives / officers of the Company) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem to be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard including appointment of consultants, Merchant Bankers and other Agencies and Intermediaries and any acts already done by the Nomination and Remuneration Committee in this regard be and is hereby ratified.

RESOLVED FURTHER THAT Mr. Subhash Chander Mittal (DIN: 02861072), Chairman and Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

7. Approval of a threshold for granting loans/ guarantees, providing of securities and making investments under section 186 of the Companies Act, 2013

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, and rules framed there under, and other applicable laws, the Articles of Association of the Company, the consent of the members of the Company be and is hereby given for: i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and iii) acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate upto an amount, the aggregate outstanding of which should not, at any time, exceed Rs. 100 Crore (Rupees One Hundred Crore only) which shall be over and above (i) 60% of its paid up share capital, free reserves and securities premium account, or (ii) 100% of its free reserves and securities premium account, whichever is more.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution.”

8. Increase the remuneration of Mr. Subhash Chander Mittal, Chairman and Managing Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

“**RESOLVED THAT** in furtherance to the resolution passed in the 11th Annual General Meeting of the members of the Company held on December 31, 2020, and pursuant to the

provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable laws (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded for increase in the basic salary of Mr. Subhash Chander Mittal (DIN: 02861072) Chairman and Managing Director of the Company from Rs. 50,000/- per month to Rs. 1,00,000/- per month with effect from May 01, 2023, whereas all other terms and conditions relating to the current tenure of Mr. Subhash Chander Mittal shall remain unchanged.

RESOLVED FURTHER THAT where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Subhash Chander Mittal, Managing Director as the minimum remuneration.

RESOLVED FURTHER THAT The aforesaid increase in the remuneration may be treated as the variation in the written memorandum approved in the 13th AGM of the Company, setting out the appointment of Mr. Mittal under Section 190 of the Act.

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

9. Increase the remuneration of Ms. Neelam Mittal, Whole-time Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

“**RESOLVED THAT** in furtherance to the special resolution passed in the 13th Annual General Meeting of the members of the Company held on September 27, 2022, and pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable laws (including any statutory modification(s) and enactment(s) thereof, for the time being in force), the consent of the members of the Company, be and is hereby accorded for increase in the basic salary of Ms. Neelam Mittal (DIN: 02861064) Whole-time Director of the Company from Rs. 50,000/- per month to Rs. 1,00,000/- per month with effect from May 01, 2023, whereas all other terms and conditions relating to the current tenure of Ms. Neelam Mittal shall remain unchanged.

RESOLVED FURTHER THAT where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Ms. Neelam Mittal, Whole-time Director as the minimum remuneration.

RESOLVED FURTHER THAT The aforesaid increase in the remuneration may be treated as the variation in the written memorandum approved in the 13th AGM of the Company, setting out the appointment of Ms. Mittal under Section 190 of the Act.

RESOLVED FURTHER THAT any director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

10. Appointment of Ms. Anita Goyal (DIN: 10249700) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee, the approval of Members of the Company be and is hereby accorded for the appointment of Ms. Anita Goyal (DIN: 10249700) who was appointed as an additional director in the capacity of Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from July 25, 2023 till July 24, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Ms. Anita Goyal (DIN: 10249700) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT Mr. Subhash Chander Mittal (DIN: 02861072), Chairman and Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

11. Appointment of Mr. Shyam Lal Kapil, (DIN: 10249705) as a Whole-time Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

“**RESOLVED** that pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, based on the recommendation of Nomination and Remuneration Committee, and Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Shyam Lal Kapil (DIN: 10249705) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years, with effect from July 25, 2023 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors to alter and vary the terms

and conditions of the said re-appointment /remuneration as it may deem fit subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Shyam Lal Kapil, Whole-time Director as the minimum remuneration.

RESOLVED FURTHER THAT Mr. Shyam Lal Kapil, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT Mr. Subhash Chander Mittal (DIN: 02861072), Chairman and Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

12. Appointment of Mr. Krishan Kumar Gupta (DIN: 10249694) as a Whole-time Director of the Company

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

“**RESOLVED** that pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, based on the recommendation of Nomination and Remuneration Committee, and Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Krishan Kumar Gupta (DIN: 10249694) as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years, with effect from July 25, 2023 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment /remuneration as it may deem fit subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Krishan Kumar Gupta, Whole-time Director as the minimum remuneration.

RESOLVED FURTHER THAT Mr. Krishan Kumar Gupta, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT Mr. Subhash Chander Mittal (DIN: 02861072), Chairman and Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such

steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

13. Issue and offer of equity shares by way of preferential allotment on a private placement basis

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] the listing agreement entered into by the Company with the BSE Limited (“Stock Exchange”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time, to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange, SEBI, other institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s) and which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to offer, issue and allot up to **1,20,000 (One Lakh Twenty Thousand) equity shares having face value of Rs. 10/- (Rupees Ten) each fully paid-up (“Equity Shares”) for cash consideration at a price of Rs. 70.18/- (Rupees Seventy and Paise Eighteen only) per equity share including a premium of Rs. 60.18 (Rupees Sixty and Paise Eighteen only) per equity share aggregating up to Rs. 84,21,600/- (Rupees Eighty-Four Lakhs Twenty One Thousand Six Hundred only) by way of a preferential issue on a private placement basis (‘Preferential issue’) to the following persons:**

Sr. No.	Name of proposed allottees	Category	Maximum No. of equity shares to be issued
1.	Mr. Subhash Chander Mittal	Promoter	6,000
2.	Ms. Neelam Mittal	Promoter	6,000
3.	Mr. Divay Mittal	Member of Promoter Group	6,000
4.	Ms. Deepika Mittal	Member of Promoter Group	6,000
5.	Mr. Bangam Prasad Rao	Non-promoter	6,000
6.	Mr. Surajit Dutta	Non-promoter	6,000
7.	Ms. Rachana Agrawal	Non-promoter	6,000
8.	Mr. Akhilesh Kumar	Non-promoter	6,000
9.	Mr. Krishan Kumar Gupta	Non-promoter	12,000

Sr. No.	Name of proposed allottees	Category	Maximum No. of equity shares to be issued
10.	Mr. Sham Lal Kapil	Non-promoter	12,000
11.	Mr. Naveen Kumar Jain	Non-promoter	12,000
12.	Mr. Budankailabadri Narayan Subudhi	Non-promoter	12,000
13.	Mr. Bharat Bhushan Nagpal	Non-promoter	6,000
14.	Mr. Janesh Sahni	Non-promoter	12,000
15.	Mr. Dahyalal Bansilal Prajapati	Non-promoter	6,000
	Total		120,000

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the Relevant Date for determination of the issue price of Equity Shares, is August 09, 2023 being the date 30 (Thirty) days prior to the date of the Annual General meeting of members of the Company which is scheduled to be held to consider the Preferential Issue of equity shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investors under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals;
- ii. The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects, from the date of allotment thereof, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws;
- iii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- iv. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investors, on or before the date of allotment thereof;
- v. The consideration for allotment of Equity Shares shall be paid to the Company from the respective bank accounts of the Investors;
- vi. The Equity Shares shall be allotted within a maximum period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions;

- vii. The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations; and
- viii. The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within the time prescribed under the applicable laws.

RESOLVED FURTHER THAT the draft private placement offer cum application letter to be sent to the above mentioned proposed allottees in Form PAS-4 as placed before the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board members be and is hereby severally and/or jointly authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution, in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company.

RESOLVED FURTHER THAT all actions taken by the Board, or committee, if any, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

RESOLVED FURTHER THAT Mr. Subhash Chander Mittal (DIN: 02861072), Chairman and Managing Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

14. Approval for sale of undertaking of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and regulation 37A and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and such other approvals, consents and permissions to be obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof, which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell/transfer/dispose of the property of the Company situated at Flat No. B4-0105, First Floor, Tower B-4, La Vida, Sector 112-113, Village Bajghera, Tehsil & District Gurgaon, Haryana together with all other tangible assets in relation to the property (“Undertaking”), in the manner as the Board may deem fit, in the interest of the Company, at a fair value which shall not be lower than the 1.05 times of the book value of the Undertaking being sold/disposed of.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, arranging delivery and execution of contracts, deeds, agreements and instruments.”

Place: Faridabad
Date: August 12, 2023

Registered Office
473, Sector-30, Faridabad,
Haryana, India 121003

By order of the Board
For DMR Hydroengineering and Infrastructures Limited

Sd/-
Ravinder Kumar Bhatia
Company Secretary and Compliance Officer
M. No. A68152

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circulars dated December 28, 2022, May 05, 2022, May 05, 2020, April 17, 2020, and April 08, 2020 respectively (collectively referred to as “MCA Circulars”) and SEBI has vide its Circulars dated January 05, 2023, May 13, 2022, and May 12, 2020 (collectively referred to as “SEBI Circulars”) and other applicable circulars (Collectively referred to as (“Circulars”) permitted holding of the Annual General Meeting (“the Meeting/AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Act, 2013, with respect to the Special Businesses are annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Schedule V of the Act, 2013 and Regulation 36(3) of the SEBI Listing Regulations in respect of appointment/re-appointment of directors are annexed hereto.
3. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM (“remote e-voting”) is also provided by NSDL.
4. Company is providing two way teleconferencing facility for the ease of participation of the members. The instructions for members attending/participating in the AGM through VC/OAVM are provided at notes 24 to 27.
5. The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2022-23 and Notice of the 14th AGM of the Company, *inter alia*, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company’s Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company’s website www.dmengineering.net, website of the Stock Exchange i.e., BSE Limited at www.bsesme.com

In compliance with the MCA and SEBI Circulars, the Company has also published a public notice by way of an advertisement made dated August 10, 2023 in Financial Express, English version and Jansatta, Hindi version, both having a wide circulation in the district of the registered office of the Company, along with their electronic editions, inter alia, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

7. Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the 14th AGM is being held pursuant to the Circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the 14th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sehgal@bsaadvisory.in with a copy marked to evoting@nsdl.co.in.
9. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
10. The final dividend for the Financial year ended 31st March, 2023, as recommended by the Board, if approved at the AGM will be credited/dispatched within 30 days to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on September 1, 2023. In respect of shares held in electronic form, the dividend will be paid to Members whose names are furnished by NSDL and Central Depository Services (India) Limited (“CDSL”) as beneficial owner as on that date.
11. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated May 05, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service.

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company (R&T Agent) in case of the

shares are held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member vide dispatch of dividend warrant/ cheque, as the case may be.

12. Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company, may write to the Company through an email on cs@dmrengineering.net, at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.

Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Skyline Financial Services Private Limited D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, 110020, Email: info@skylinerta.com, Tel.: 011-26812682, 40450193 to 97 Website: www.skylinerta.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Ravinder Kumar Bhatia, Company Secretary & Compliance Officer at the Registered Office of the Company (Phone No.: Tel: +91 129 4360445; Email: cs@dmrengineering.net).

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. Skyline Financial Services Private Limited in case shares are held in physical form.
14. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's RTA i.e. Skyline Financial Services Private Limited. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to Skyline Financial Services Private Limited in case the shares are held in physical form.
15. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA i.e. Skyline Financial Services Private Limited for consolidation into single folio.
16. As per Regulation 40 of the SEBI Listing Regulations, as amended, the securities of the listed company cannot be transferred in physical mode w.e.f. April 01, 2019, except in case of request received for transposition or transmission of securities. In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. Skyline Financial Services Private Limited for assistance in this regard.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA i.e. Skyline Financial Services Private Limited.

18. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. Skyline Financial Services Private Limited in case shares are held by them in physical form for receiving all communication including annual report, notices, circulars etc. from the Company electronically. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
19. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be made available electronically for inspection by the Members during the Meeting. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM. Also, the Notice for this 14th AGM along with requisite documents and the Annual Report for the financial year 2022-23 shall also be available on the Company's website www.dmengineering.net. Members seeking to inspect such documents can send an email to cs@dmengineering.net.
22. The remote e-voting facility will be available during the following voting period:
 - i. Commencement of remote e-voting: From 10.00 a.m. IST of Tuesday, September 05, 2023.
 - ii. End of remote e-voting: Up to 5.00 p.m. IST of Thursday, September 07, 2023.
23. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 01, 2022 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith.
24. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

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. 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 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. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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.co.in 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 sehgal@bsaadvisory.in with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Snehal Bhambe, Assistant Manager, at evoting@nsdl.co.in

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 info@skylinerta.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 info@skylinerta.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.co.in 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.

25. 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.

26. 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@dmrengineering.net. The same will be replied by the company suitably.

- 27. Instructions for Shareholders/ Members to Speak during the Annual General Meeting:**
- i. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company on the dmr@dmrengineering.net.
 - ii. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
 - iii. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
 - iv. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
 - v. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
 - vi. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
28. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2021 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (“the IT Act”). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company’s email address at cs@dmrengineering.net.
29. The voting rights of Members shall be in proportion to their shares of the total paid up equity share capital of the Company as on the cut-off date.
30. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
31. Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date i.e. September 01, 2023 needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
32. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again or change it subsequently.
33. Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

34. Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
35. The Board of Directors of the Company has appointed Mr. Bunny Sehgal, Practicing Company Secretary (M. No. F11407 and CP No. 15161), Proprietor of M/s. B. Sehgal and Associates, as the Scrutinizer to scrutinize the e-voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
36. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use e-voting facility for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
37. The Scrutinizer shall after the conclusion of voting at the Meeting, will unblock the votes cast through remote e-voting and shall make and submit, within 2 working 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 within 2 working days of conclusion of the AGM.
38. The Notice of the AGM shall be placed on the website of the Company and NSDL till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.dmrengineering.net 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 Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.

Place: Faridabad
Date: August 12, 2023

Registered Office
473, Sector-30, Faridabad,
Haryana, India 121003

By order of the Board
For DMR Hydroengineering and Infrastructures Limited

Sd/-
Ravinder Kumar Bhatia
Company Secretary and Compliance Officer
M. No. A68152

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS AND OTHER APPLICABLE LAW

Resolution at Item No. 4

Considering the overall business growth, future expansion and the operational needs, the Company needs to raise funds for its operations by various means. Further, raising of funds by way of issuance of equity shares requires the sufficient Authorised Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share Capital of the Company.

The Board of Directors at its meeting held on Saturday, February 04, 2023, subject to the approval of the members of the Company, considered, approved and recommended to increase in the Authorised Share Capital of the Company from existing Rs. 4,00,00,000/- (Rupees Four crore only) divided into 40,00,000 (Forty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten) each to Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company also needs to be altered for increase in the Authorised Share Capital of the Company.

Pursuant to the provisions of Section 13, and 61 of the Companies Act, 2013, any amendment in Memorandum of Association pursuant to alteration of share capital requires the approval of the members of the Company by way of an ordinary resolution.

The Board recommends the resolution for the approval of Members by way of Ordinary Resolution.

Copy of the existing Memorandum of Association and the Memorandum of Association with proposed alterations, will be made available for inspection at the registered office of the Company on any working day except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the AGM. The aforesaid documents will also be available for inspection electronically as the same would be uploaded on the website of the Company at <https://dmrengineering.net/>

None of its Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in the aforesaid resolution.

Resolution at Item No. 5

In order to complement the future growth prospects and the vision of the management, it is imperative for the Company to re-align its regulations contained in the Articles of Association of the Company. Therefore, the Company proposes to adopt a new set of Articles of Association in substitution of and to the entire exclusion of the existing Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any amendment in Article of Association requires the approval of the members of the Company by way of a special resolution.

The Board of Directors at its meeting held on July 25, 2023, subject to the consent of the members of the Company, considered, approved and recommended to adopt a new set of Articles of Association of the Company in substitution of and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company. The Board recommends the resolution for the approval of Members by way of Special Resolution.

Copy of the existing Articles of Association and the proposed Articles of Association will be made available for inspection at the registered office of the Company on any working day except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the AGM. The aforesaid documents will also be available for inspection electronically as the same would be uploaded on the website of the Company at <https://dmrengineering.net/>

None of its Directors, Key Managerial Personnel and the relatives thereof are concerned or interested, in the aforesaid resolution.

Resolution at Item No. 6

The members are being informed that the Company intends to reward, attract, motivate and retain its employees, existing or future, in or outside India, for their performance and for their contribution to the growth and profitability of the Company.

In this regard, the Board of Directors and Nomination and Remuneration Committee designated as Compensation Committee in accordance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), at their respective meetings held on Saturday, February 04, 2023, subject to the approval of the members of the Company, considered, approved and recommended **DMR Employee Stock Option Plan 2023** (“Plan” or “Scheme”) for grant/issue of Stock Options to the eligible employees of the Company, existing or future, in or outside India in accordance with the applicable laws.

Pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed there under, and in accordance with SEBI SBEB Regulations, approval of the Members of the Company by way of special resolution is required for implementation of the Scheme and for grant of options to the Eligible Employees of the Company.

The following are the various disclosures to be incorporated as required in terms of the Act and SEBI SBEB Regulations.

i. Brief description of the scheme;

The Company has instituted the Scheme to grant equity-based incentives to the eligible employees of the Company in order to *inter alia* attract and retain talented employees and reward their performance. The vesting of options would be subject to meeting pre-defined performance parameters.

ii. Total number of Stock Options to be offered and granted:

The total number of options to be granted under the Scheme shall not exceed 2,00,000.

iii. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

The eligible employees shall mean such Employees as are shortlisted by the Compensation Committee for Grant of Options under this Scheme. It is hereby clarified that such employee should have been in employment of the Company for at least 1 year prior to Grant of Options.

iv. Requirements of vesting, period of vesting

The Vesting conditions in respect of the Options shall be as specified in the Scheme.

v. maximum period within which the Stock Options shall be vested

The maximum period within which the options can be vested will be 5 years.

vi. Exercise price or Pricing Formula

The Exercise Price of the Options granted shall be as determined by the Committee at a discount compared to the Fair Market Value of the share as on the date of grant of option. Fair Market Value on any date of determination will be the latest available closing price of the equity share on such date on a Recognized Stock Exchange in India.

The exercise Price shall not be lower than the face value per share. The Company while determining the Exercise Price shall confirm to the accounting policies.

vii. Exercise period and process of exercise

The Options granted can be exercised within the period specified in the Scheme.

viii. Appraisal Process for determining the eligibility of employees to the Scheme

The appraisal process for determining the eligibility would be determined by the Nomination and Remuneration Committee from time to time, based on broad criteria for appraisal and selection parameters such as tenure of association with the Company, Industry Experience performance during the previous years, contribution towards strategic growth, contribution towards team building etc.

ix. Maximum number of stock options to be issued per employee and in aggregate

The maximum number of Options that may be granted pursuant to the Scheme shall not exceed 2,00,000. The maximum number of Options that may be granted to an individual Eligible Employee in aggregate under the Scheme, shall be 10,000.

x. Maximum quantum of benefits to be provided per employee under a scheme

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan.

xi. Whether the scheme is to be implemented and administered directly by the company or

through a trust

The Scheme shall be implemented directly by the Company.

xii. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both

The Scheme involves new issuance of the shares by the Company.

xiii. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms

Not applicable since the Scheme shall be implemented directly by the Company.

xiv. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme

Not Applicable since the Scheme shall be implemented directly by the Company.

xv. Compliance with Accounting Policies

The Company shall comply with the accounting policies prescribed by the SEBI SBEB Regulations and other applicable laws.

xvi. Method of valuation

The Exercise Price of the vested Options shall be determined at a discount on the Fair Market Value of the share as on the Grant Date of the Options and shall be stated in the grant letter.

Fair Market Value on any date of determination will be the latest available closing price of the equity share on such date on a Recognized Stock Exchange in India.

xvii. Statement of confirmation in case the company opts for expensing of share based employee benefits using the intrinsic value

Not applicable

xviii. The Lock-in period, if any;

The Shares allotted pursuant to the Exercise of the Vested Options shall not be subject to any lock-in period.

xix. Terms & conditions for buyback, if any, of specified securities covered under these regulations.

The Company is not envisaging any buyback of the equity shares issued under SEBI SBEB Regulations.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its employees. Therefore, the Board recommends the Resolution for the approval of the members by way of special resolution.

Copy of the draft Scheme will be made available for inspection at the registered office of the Company on any working day except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the AGM. The same will also be available for inspection electronically as the same would be uploaded on the website of the Company at <https://dmrengineering.net/>

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

Resolution at Item No. 7

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required, in accordance with the business needs of the Company.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

The Board of Directors at its meeting held on Saturday, February 04, 2023, subject to the approval of the members of the Company, considered, approved and recommended the increasing in limit upto Rs. 100 Crores, which is in excess of the limits as specified in section 186 of the Companies Act, 2013.

The Board recommends the Resolution for approval by the members of the Company as Special Resolution.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

Resolution at Item No. 8

Mr. Subhash Chander Mittal, aged around 61 years is Promoter as well as Chairman and Managing Director of the Company. He has been on the Board of the Company since incorporation.

The members at the 11th Annual General Meeting held on December 31, 2020 (“11th AGM”) had approved the appointment of Mr. Subhash Chander Mittal as the Managing Director for a period of 5 years at a monthly basic salary of Rs. 50,000/- plus perquisites w.e.f December 21, 2020.

Mr. Mittal holds degree in Bachelor of Science in Civil Engineering from Regional Engineering College of Kurukshetra University, Haryana. He has contributed immensely in the engineering of large infrastructure projects and looks after the overall business operations of the Company including technical operations, strategy and marketing plans of our Company.

Keeping in view of his vast experience and Knowledge and his increased responsibilities, the Board of Directors of the Company at its meeting held on April 29, 2023, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee considered and approved, subject to the approval of the Members for increase the Basic salary of Mr. Mittal from Rs. 50,000/- per month to Rs. 1,00,000/- per month w.e.f May 01, 2023. All other terms, conditions and remuneration of the appointment of Mr. Mittal remain unchanged.

The revised remuneration of Mr. Mittal pursuant to the proposed resolution is as follows:

The aforesaid increase in remuneration may be treated as the variation in the written memorandum approved in the 11th AGM of the Company, setting out the appointment of Mr. Mittal under Section 190 of the Act.

As a matter of abundant precaution with regard to inadequacy of profits in the financial year 2023-24, and pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, of the Companies Act, 2013, the matter has been placed before the shareholders by way of special resolution for their approval and the necessary disclosures as required in Schedule V have been enclosed with the explanatory statement.

The Board recommends the resolution for the approval of Members by way of Special Resolution.

Save and except Ms. Neelam Mittal, Mr. Subhash Chander Mittal, Managing Director, and their relatives, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Resolution at Item No. 9

Ms. Neelam Mittal, aged around 62 years is Promoter and Whole-time Director of the Company. She has been on the Board of the Company since incorporation.

The members, at the 13th Annual General Meeting held on September 27, 2022 (“13th AGM”) had approved the re-appointment of Ms. Neelam Mittal as a Whole-time Director for a period of 3 years by way of special resolution w.e.f. October 1, 2022 at a monthly remuneration of Rs. 50,000/- plus perquisites.

Ms. Mittal holds degree in Department of Economics, Master of Arts from Kurukshetra University in the year 1982. She leads and monitors the human resource department of the Company.

Keeping in view of her vast experience and exposure in human resource department, the Board of Directors of the Company at its meeting held on April 29, 2023, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee considered and approved, subject to the approval of the Members for increase in the

remuneration of Ms. Neelam Mittal Whole-time Director of the Company from Rs. 50,000/- per month to Rs. 1,00,000/- per month w.e.f May 01, 2023. All other terms, conditions and remuneration of the appointment of Ms. Mittal remain unchanged.

The aforesaid increase in remuneration may be treated as the variation in the written memorandum approved in the 13th AGM of the Company, setting out the appointment of Ms. Mittal under Section 190 of the Act.

As a matter of abundant precaution with regard to inadequacy of profits in the financial year 2023-24, and pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, of the Companies Act, 2013, the matter has been placed before the shareholders by way of special resolution for their approval and the necessary disclosures as required in Schedule V have been enclosed with the explanatory statement.

The Board recommends the resolution for the approval of Members by way of Special Resolution.

Save and except Ms. Neelam Mittal, Mr. Subhash Chander Mittal, Managing Director, and their relatives, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Resolution at Item No. 10

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on July 25, 2023, recommended the appointment of Ms. Anita Goyal (DIN: 10249700) as an additional director in the capacity of Independent Director, and subsequently, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from July 25, 2023.

Ms. Anita Goyal is presently a Fulltime Professor of Marketing at the Indian Institute of Management Lucknow, India. Anita holds degrees of Bachelor of Science, Master in Business Administration in Marketing Management, and Doctor of Philosophy in Marketing. In view of the Board, her induction to the Board not only will strengthen the Corporate Governance but also be of immense benefits to the Company.

Ms. Goyal has given his consent to act as a Director in terms of Section 152 of the Companies, Act, 2013 (“Act”). Further, the Company had received in writing a notice in terms of Section 160 of the Act, from a member, signifying her candidature as a Director. Ms. Goyal has also given a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) and (7) of the Act, read with Rules framed thereunder. The Company had also received a declaration to the effect that Ms. Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and she is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated June 20, 2018.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014. Ms. Goyal has registered herself in the databank of Independent directors.

Further, the Board of Directors of the Company is of the opinion that Ms. Goyal possesses appropriate skills, experience, knowledge and capabilities to be appointed as Independent Director of the Company for the aforesaid term and she is independent of the management of the Company.

Ms. Goyal will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors and Non-executive Directors of the Company as approved by the Board of Directors.

A draft letter of appointment of Ms. Goyal as an Independent Director setting out the terms and conditions of her appointment and notice under section 160 will also be available for inspection electronically as the same would be uploaded on the website of the Company at <https://dmrengineering.net/>. The aforesaid documents shall also be made available for physical inspection on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting at the Registered Office of the company.

The Board recommends the resolution for the approval of Members by way of an Ordinary Resolution.

The brief profile of Ms. Goyal is given herein below and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, are provided in Annexure to the Notice.

Save and except Ms. Anita Goyal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Resolution at Item No. 11

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings dated July 25, 2023 recommended/appointed Mr. Shyam Lal Kapil (DIN: 10249705) as additional director in whole-time capacity, and Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years, with effect from July 25, 2023 subject to the approval of shareholders.

Mr. Kapil holds the degree in M. Tech from IIT Roorkee and PGDM in finance from IMT - CDL. He is a seasoned professional in the field of Geophysics and Hydro Power. He has recently retired from the post of Executive Director Engineers of NHPC Limited, a listed public sector company. In view of the Board, his induction to the Board not only will strengthen the Corporate Governance in the Company but also be of immense benefits to the Company.

Mr. Kapil had given his consent to act as a Director in terms of Section 152 of the Act, 2013. Further, the Company had, in terms of Section 160 of the Act, 2013, received a notice in writing from a member, signifying his candidature as a Director. The Company had also received a declaration to the effect that Mr. Kapil is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated June 20, 2018.

Further, the Board of Directors of the Company is of the opinion that Mr. Kapil is a person of integrity and has relevant experience and expertise.

The terms and conditions of the appointment and remuneration of Mr. Shyam Lal Kapil are as follows:

Period: For 3 years w.e.f July 25, 2023.

Remuneration:

1. Mr. Kapil will get a consolidated remuneration of Rs. 1,00,000 (Rupees One Lakh only) per month inclusive of all the perquisites, benefits, and allowances as applicable to the permanent employees of the Company;
2. Mr. Kapil will get the reimbursement of out of pocket expenses incurred by him on behalf of the Company;
3. Where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Kapil as the minimum remuneration;
4. Mr. Kapil shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Kapil under Section 190 of the Act.

As a matter of abundant precaution with regard to inadequacy of profits in the financial year 2023-24, and pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, of the Companies Act, 2013, the matter has been placed before the shareholders by way of special resolution for their approval and the necessary disclosures as required in Schedule V have been enclosed with the explanatory statement.

The notice under section 160 will also be available for inspection electronically as the same would be uploaded on the website of the Company at <https://dmrengineering.net/> The aforesaid documents shall also be made available for physical inspection on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting at the Registered Office of the company.

The Board recommends the resolution for the approval of Members by way of a Special Resolution.

The brief profile of Mr. Kapil and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, are provided in Annexure to the Notice.

Save and except Mr. Kapil and his relatives, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Resolution at Item No. 12

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings dated July 25, 2023, recommended/appointed the appointment of Mr. Krishan Kumar Gupta (DIN: 10249694) as additional director in whole-time capacity, and as a Whole-time Director of the Company, liable to retire by rotation, for a period of 3 years, with effect from July 25, 2023 subject to the approval of shareholders.

Mr. Gupta in Bachelor of Engineering in Civil from Thapar Institute of Engineering and Technology, Patiala, Punjab, India. He also holds degree in MBA and LLB. He is a seasoned professional in the field of Hydropower, Construction and Project Management. He has also worked in the Central Water Commission in the Government of India & also with Larsen & Toubro Limited. In view of the Board, his induction to the Board not only will strengthen the Corporate Governance in the Company but also be of immense benefits to the Company.

Mr. Gupta had given his consent to act as a Director in terms of Section 152 of the Act, 2013. Further, the Company had, in terms of Section 160 of the Act, 2013, received in writing a notice from him, signifying his candidature as a Director. The Company had also received a declaration to the effect that Mr. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority, pursuant to BSE circular dated June 20, 2018.

Further, the Board of Directors of the Company is of the opinion that Mr. Gupta is a person of integrity and has relevant experience and expertise.

The terms and conditions of the appointment and remuneration of Mr. Gupta are as follows:

Period: For 3 years w.e.f July 25, 2023.

Remuneration:

1. Mr. Gupta will get a consolidated remuneration of Rs. 1,00,000 (Rupees One Lakh only) per month inclusive of all the perquisites, benefits, and allowances as applicable to the permanent employees of the Company;
2. Mr. Gupta will get the reimbursement of out of pocket expenses incurred by him on behalf of the Company;
3. Where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Gupta as the minimum remuneration;
4. Mr. Gupta shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Gupta under Section 190 of the Act.

As a matter of abundant precaution with regard to inadequacy of profits in the financial year 2023-24, and pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, of the Companies Act, 2013, the matter has been placed before the shareholders by way of special resolution for their approval and the necessary disclosures as required in Schedule V have been enclosed with the explanatory statement.

The notice under section 160 will also be available for inspection electronically as the same would be uploaded on the website of the Company at <https://dmrengineering.net/> The aforesaid documents shall also be made available for physical inspection on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting at the Registered Office of the company.

The Board recommends the resolution for the approval of Members by way of a Special Resolution.

The brief profile of Mr. Gupta is given herein below and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, are provided in Annexure to the Notice.

Save and except Mr. Gupta and his relatives, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Resolution at Item No. 13

The members are being informed that considering the future growth prospects, the Company requires more working capital, and adequate liquidity in line with growth strategy. Therefore, in order to enhance its long-term resources and thereby strengthening the financial structure, the Company has been exploring various options for raising funds.

Considering the aforesaid, the Board of Directors of the Company in its meeting held on July 25, 2023, subject to the approval of the members of the Company and other regulatory approvals, approved the proposal for raising funds by way of issuance and allotment of upto **1,20,000 (One Lakh Twenty Thousand)** Equity Shares having face value of Rs.10/- (Rupees Ten Only) each on preferential basis. The proceeds from the Offer shall be used for the working capital and general corporate purposes of the Company.

In accordance with section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”), the approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The salient features of the issue along with the disclosures required under the aforesaid provisions are given below:

i. Objects of the Preferential issue

The Company proposes to raise funds by issue of equity shares through preferential allotment on private placement basis. The funds raised through the proposed issue will be utilized for the purpose of meeting working capital requirements, main adequate liquidity and general corporate purposes.

ii. Relevant Date

The Relevant Date as per Regulation 161 of the SEBI ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Wednesday, August 09, 2023 i.e., 30 (thirty) days prior to the date of this AGM.

iii. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue.

The Equity Shares of Company are listed on SME Platform of BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Wednesday, August 09, 2023 and are frequently traded in accordance with SEBI ICDR Regulations.

Accordingly, the Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with regulation 164 of the SEBI ICDR Regulations.

Regulation 164 of the SEBI ICDR Regulations prescribes the minimum price at which a preferential issue may be made and accordingly, the minimum price of the Equity Shares shall be the higher of:

- a) The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and
- b) The 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

As per the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Share can be issued is Rs. 68.77/- (Rupees Sixty Eight and Paise Seventy Seven only) per Equity Share.

The Company proposes to issue the Equity Share at an issue price of Rs. 70.18/- (Rupees Seventy and Paise Eighteen only) per Equity Share which is not less than the minimum price computed in accordance with Regulation 164 of the SEBI ICDR Regulations.

iv. The Price Band at/within which the allotment is proposed.

The equity shares under this preferential issue shall be issued at a price of Rs. 70.18/- (Rupees Seventy and Paise Eighteen only) including a premium of Rs. 60.18 (Rupees Sixty and Paise

Eighteen only), being the price higher than the price determined in accordance with the SEBI ICDR Regulations.

v. Amount which the company intends to raise by way of such Equity Shares:

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating up to Rs. 84,21,600/- (Rupees Eighty Four Lakhs Twenty One Thousand Six Hundred only)

vi. The Class or Classes of Persons to whom the allotment is proposed to be made along with the contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities

The issue is made to the Promoters, directors, members of Promoter Group and to selected persons who are not the existing shareholders of the Company. The details of the same is as follows:

Sr. No.	Name of proposed allottees	Category	Maximum No. of equity shares to be issued
1.	Mr. Subhash Chander Mittal	Promoter	6,000
2.	Ms. Neelam Mittal	Promoter	6,000
3.	Mr. Divay Mittal	Member of Promoter Group	6,000
4.	Ms. Deepika Mittal	Member of Promoter Group	6,000
5.	Mr. Bangam Prasad Rao	Non-promoter	6,000
6.	Mr. Surajit Dutta	Non-promoter	6,000
7.	Ms. Rachana Agrawal	Non-promoter	6,000
8.	Mr. Akhilesh Kumar	Non-promoter	6,000
9.	Mr. Krishan Kumar Gupta	Non-promoter	12,000
10.	Mr. Sham Lal Kapil	Non-promoter	12,000
11.	Mr. Naveen Kumar Jain	Non-promoter	12,000
12.	Mr. Budankailu Badri Narayan Subudhi	Non-promoter	12,000
13.	Mr. Bharat Bhushan Nagpal	Non-promoter	6,000
14.	Mr. Janesh Sahni	Non-promoter	12,000
15.	Mr. Dahyalal Bansilal Prajapati	Non-promoter	6,000
	Total		1,20,000

Further, no asset is proposed to be charged in pursuance of the proposed issue of equity shares.

vii. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any preferential allotment during the financial year 2022-23 and 2023-24.

viii. Particulars of the offer and maximum number of specified securities to be issued

The Board of Directors in its meeting held on July 25, 2023 had approved to offer, issue and allot up to 1,20,000 (One Lakh Twenty Thousand) equity shares having face value of Rs. 10/- (Rupees Ten) each fully paid-up (“Equity Shares”) for cash consideration at a price of Rs. 70.18/- (Rupees Seventy and Paise Eighteen only) per equity share including a premium of Rs. 60.18 (Rupees Sixty and Paise Eighteen only) per share aggregating up to Rs. 84,21,600/- (Rupees Eighty-Four Lakhs Twenty-One Thousand Six Hundred only) to Promoters, Members of Promoters Group and to selected persons who are not the existing shareholders of the Company, on a preferential basis.

ix. Intention of promoters, directors, key managerial personnel or senior management to subscribe to the offer:

The Promoters, Directors and Key Managerial Personnel also intend to subscribe this offer and the details of the same are mentioned in the resolution and this explanatory statement.

x. Shareholding Pattern before and after the proposed preferential issue.

Sr.No.	Category	Pre-Issue Equity		Post Equity Issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
A	Promoter Holding				
1	Indian				
	Individuals	27,12,000	72.78%	27,36,000	71.14%
	Bodies Corporate	-	-	-	-
	Any Other	-	-	-	-
	Sub Total A 1	27,12,000	72.78%	27,36,000	71.14%
2	Foreign Promoter				
	Individuals/NRI/Foreign	-	-	-	-
	individuals/PAC	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total A 2	27,12,000	72.78%	27,36,000	71.14%
	Total Promoters Group	27,12,000	72.78%	27,36,000	71.14%
	A= A1+A2				
B	Public/Non-Promoters' Shareholding				
1	Institutional Investors				
	Mutual Funds/Banks/FI	-	-	-	-
	FII's/PIS	-	-	-	-
	Sub Total B 1	-	-	-	-
2	Non-Institutions				
	Individual				
	Non-Resident Indian	60,000	1.61	60,000	1.56%

Sr.No.	Category	Pre-Issue Equity		Post Equity Issue	
	Clearing Members	-	-	-	-
	Bodies Corporate	24,000	0.64	24,000	0.62%
	Foreign Nationals	-	-	-	-
	Others (HUF, NBFC and Trusts)	60,000	1.61	60,000	1.56%
	Individual share capital upto Rs. 2 Lacs	7,20,200	19.33	8,16,200	21.22%
	Individual share capital in excess of Rs. 2 Lacs	1,50,000	4.03	1,50,000	3.90%
	Sub Total B 2	10,14,200	27.22%	11,10,200	28.86%
	Total Public Shareholding B1+B2				
	GRAND TOTAL A+B	37,26,200	100.00%	38,46,200	100.00%

xi. Proposed time within which the allotment shall be completed:

In accordance with regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares within 15 days from the date of passing of this resolution, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of the last approval.

xii. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Name of proposed allottees	Pre-issue Equity Shares	% to Pre Issue Capital	No of equity Shares allotted	Post Issue Shares	% to post issue capital
1	Mr. Subhash Chander Mittal, Promoter	11,02,000	29.57%	6,000	11,08,000	28.81%
2	Ms. Neelam Mittal, Promoter	12,88,000	34.57%	6,000	12,94,000	33.64%
3	Mr. Divay Mittal Member of promoter group	1,61,000	4.32%	6,000	1,67,000	4.34%
4	Ms. Deepika Mittal, Member of promoter group	1,61,000	4.32%	6,000	1,67,000	4.34%
5	Mr. Bangam Prasad Rao, Non-promoter	Nil	NA	6,000	6,000	0.16%

6	Mr. Surajit Dutta Non-promoter	Nil	NA	6,000	6,000	0.16%
7	Ms. Rachana Agrawal, Non- promoter	Nil	NA	6,000	6,000	0.16%
8	Mr. Akhilesh Kumar, Non- promoter	Nil	NA	6,000	6,000	0.16%
9	Mr. Krishan Kumar Gupta, Non-promoter	Nil	NA	12,000	12,000	0.31%
10	Mr. Sham Lal Kapil, Non- promoter	Nil	NA	12,000	12,000	0.31%
11	Mr. Naveen Kumar Jain, Non- promoter	Nil	NA	12,000	12,000	0.31%
12	Mr. Budankailu Badri Narayan Subudhi, Non- promoter	Nil	NA	12,000	12,000	0.31%
13	Mr. Bharat Bhushan Nagpal Non-promoter	Nil	NA	6,000	6,000	0.16%
14	Mr. Janesh Sahni Non-promoter	Nil	NA	12,000	12,000	0.31%
15	Mr. Dahyalal Bansilal Prajapati Non-promoter	Nil	NA	6,000	6,000	0.16%
	Total			1,20,000		

xiii. Undertaking

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations;
- It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI ICDR Regulations, where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees;
- Neither the Company, its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower;

- e. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- f. All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;

xiv. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned Equity Shares. The Equity Shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects.

xv. Lock-in period

The Shares to be offered issued and allotted shall be subject to Lock-in as provided under the provisions of SEBI ICDR Regulations. Further, the entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked in as provided under the provisions of SEBI ICDR Regulations.

xvi. Certificate from Practicing Company Secretaries

A certificate from Dilip Swarnkar & Associates, Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, has been obtained.

The same will be available at <https://dmrengineering.net/> and also be placed before the AGM.

xvii. Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter

There will be no change in the status of the proposed allottees post the preferential issue. The details have been given as under for the convenience:

Sr. No.	Name of proposed allottees	Current status of the allottee	Proposed status of the allottee
1.	Mr. Subhash Chander Mittal	Promoter	Promoter
2.	Ms. Neelam Mittal	Promoter	Promoter
3.	Mr. Divay Mittal	Member of Promoter Group	Member of Promoter Group
4.	Ms. Deepika Mittal	Member of Promoter Group	Member of Promoter Group
5.	Mr. Bangam Prasad Rao	Non-shareholder	Non-promoter
6.	Mr. Surajit Dutta	Non-shareholder	Non-promoter
7.	Ms. Rachana Agrawal	Non-shareholder	Non-promoter
8.	Mr. Akhilesh Kumar	Non-shareholder	Non-promoter
9.	Mr. Krishan Kumar Gupta	Non-shareholder	Non-promoter
10.	Mr. Sham Lal Kapil	Non-shareholder	Non-promoter
11.	Mr. Naveen Kumar Jain	Non-shareholder	Non-promoter
12.	Mr. Budankailu Badri Narayan Subudhi	Non-shareholder	Non-promoter

Sr. No.	Name of proposed allottees	Current status of the allottee	Proposed status of the allottee
13.	Mr. Bharat Bhushan Nagpal	Non-shareholder	Non-promoter
14.	Mr. Janesh Sahn	Non-shareholder	Non-promoter
15.	Mr. Dahyalal Bansilal Prajapati	Non-shareholder	Non-promoter

xviii. Change in control, if any, in the Company consequent to the preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will minutely change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

xix. Disclosure pertaining to willful defaulters or a fraudulent borrower

Neither the Company nor any of its promoters or directors is willful defaulter or a fraudulent borrower.

xx. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoters and proposed allottees are fugitive economic offender as defined under the SEBI ICDR Regulations.

xxi. Other disclosures

In accordance with SEBI ICDR Regulations,

- i. The Company has not issued and allotted any equity shares on preferential basis in the financial year.
- ii. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Act, and relevant regulations of SEBI ICDR Regulations and shall be made in a dematerialized form only.

In compliance with the provisions of the Act, and SEBI ICDR Regulations, the Special Resolution as set out in the accompanying Notice is being placed before the members for their approval.

The Board recommends the Resolution for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the proposed resolution.

Resolution at Item No. 14

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds to enhance its working capital. For this purpose, the Board of Directors at its meeting held on Saturday, August 12, 2023, have considered and approved the matter related to sell/transfer/dispose of one of the assets of the Company i.e. a property located at Flat No. B4-0105, First Floor, Tower B-4, La Vida, Sector 112-113, Village Bajghera, Tehsil & District Gurgaon, Haryana, subject to the prior approval of the members by way of passing Special Resolution at a fair value which shall not be lower than the 1.05 times of the book value of the Undertaking being sold/disposed of.

The net proceeds from the sale of the Undertaking will be utilized for the enhancement of working capital and general business purpose of the Company. Further, the sale of the said Undertaking will not have any impact on the Company's existing engineering consultancy business.

In compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. The Board recommends the Resolution for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the proposed resolution.

THE DETAILS OF THE DIRECTORS PURSUANT TO PARA 1.2.5 OF SS-2 (“SECRETARIAL STANDARD ON GENERAL MEETINGS”), REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND OTHER APPLICABLE PROVISIONS, ARE PROVIDED IN THE TABLE BELOW:

Particulars	Mr. Bangam Prasad Rao	Mr. Subhash Chander Mittal
Father’s Name	Mr. Bangam Laxman Rao	Mr. Ram Dhari
Date of Birth	April 12, 1961	March 10, 1962
Age	62 years	61 years
Date of first Appointment	September 30, 2021	Since incorporation
Brief resume and expertise in specific functional areas	He holds degree in B. Sc (Engineering) Civil from Regional Engineering College Rourkela, India 1984. Prior to working with our Company, he was working with NHPC Limited as General Manager. He has more than 35 years of experience in the field of infrastructure management.	He holds the degree in Bachelor of Science in Civil Engineering from Regional Engineering College of Kurukshetra University, Haryana, India. He has diverse experience of more than 38 years in the field of engineering consulting industry. He has contributed immensely in the engineering of large infrastructure projects in water sector, energy sector and mobility sector. He looks after the overall business operations of the Company including technical operations, strategy and marketing plans of our Company.
Qualification	B. Sc (Civil Engineering)	B. Sc (Civil Engineering)
Terms and conditions of appointment	The appointment was approved by the shareholders of the Company in the 13 th AGM of the Company.	As detailed in the respective resolution and explanatory statement of this notice.
Directorship held in other companies including Listed Companies	Nil	i. DM Consulting Engineers Private Limited; ii. M R Foundation iii.DMR Consulting Inc.
Chairman/member of the committee of the Board of Directors of the Company	Nil	In the Company: i. Member of the Nomination and Remuneration Committee ii. Member of the Stakeholder Relationship Committee

Chairman/member of the committee of the Board of Directors of other companies (including listed companies) in which he/she is a director	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of shares held in the Company including shareholding as a beneficial owner	Nil	11,02,000 shares
No. of Board meetings attended during the financial year 2022-23	4	3
Relationship with other Directors, Manager and KMPs of the Company	None	Mr. Subhash Chander Mittal is spouse of Ms. Neelam Mittal, Whole-time Director
Details of remuneration sought to be paid, if any	Mr. Rao will be entitled to a remuneration by way of sitting fees which is in line with the sitting fees payable to other Non-executive/Independent Directors of the Company.	Please refer the explanatory statement.
Remuneration last drawn, if any	Mr. Rao received only sitting fees which is in line with the sitting fees paid to other Non-executive/Independent Directors of the Company.	Rs. 6,00,000 in the financial year 2022-23
Justification for choosing the appointee for appointment	In the opinion of the Board, Mr. Rao possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Director as specified in the Act and the SEBI Listing Regulations.	In the opinion of the Board, Mr. Mittal possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as the Director as specified in the Act and the SEBI Listing Regulations.

Particulars	Ms. Anita Goyal	Ms. Neelam Mittal
Father's Name	Mr. Surrinder Kumar Goyal	Mr. Rajkumar Arya
Date of Birth	December 26, 1972	February 04, 1961
Age	50 years	62 Years
Date of first Appointment	July 25, 2023	Since incorporation
Brief resume and expertise in specific functional areas	Mrs. Anita Goyal is presently a Full-time Professor of Marketing at the Indian Institute of Management Lucknow, India. She holds degrees of Bachelor of Science, Master in Business Administration in Marketing Management, and Doctor of Philosophy in Marketing. With a span of 28 years in academics, she currently teaches Masters and Doctorate courses, and conducts sessions in short-term academic as well as training programs for industry executives. She co-coordinates a number of management development programs for industry executives and also chairs the academic administrative positions. She has delivered invited lectures in industry and academic institutions in India and abroad [ESCP Europe, France and Institut d'Administration des Entreprises (Institute of Business Administration), Aix-en-Provence, France].	Ms. Mittal holds degree in Department of Economics, Master of Arts from Kurukshetra University in the year 1982. She holds more than a decade experience in the field of engineering industry. She leads and monitors the human resource department of the Company.
Qualification	PH.D, MBA (Marketing) and Bachelor of Science	M.A (Economics)
Terms and conditions of appointment	As detailed in the respective resolution and explanatory statement.	As detailed in the respective resolution and explanatory statement.
Directorship held in other companies including Listed Companies	Nil	i. DM Consulting Engineers Private Limited; ii. M R Foundation
Chairman/member of the committee of the Board of Directors of the Company	Nil	Nil

Chairman/member of the committee of the Board of Directors of other companies (including listed companies) in which he/she is a director	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of shares held in the Company including shareholding as a beneficial owner	Nil	12,88,000 shares
No. of Board meetings attended during the financial year 2022-23	Nil	4
Relationship with other Directors, Manager and KMPs of the Company	None	Ms. Neelam Mittal is wife of Mr. Subhash Chander Mittal, Chairman and Managing Director
Details of remuneration sought to be paid, if any	Ms. Goyal will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors of the Company as approved by the Board of Directors.	Please refer the explanatory statement.
Remuneration last drawn, if any	Not Applicable	Rs. 6,00,000 in the financial year 2022-23
Justification for choosing the appointee for appointment	In the opinion of the Board, Ms. Goyal possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Director as specified in the Act and the SEBI Listing Regulations.	In the opinion of the Board, Ms. Neelam Mittal possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as the Director as specified in the Act and the SEBI Listing Regulations.

Particulars	Mr. Shyam Lal Kapil	Mr. Krishan Kumar Gupta
Father's Name	Mr. Ati Sunder Kapil	Mr. Kasturi Lal Gupta
Date of Birth	January 01, 1963	February 28, 1958
Age	60 years	65 years
Date of first Appointment	July 25, 2023	July 25, 2023
Brief resume and expertise in specific functional areas	<p>Mr. Shyam Lal Kapil holds the degree in M. Tech from IIT Roorkee and PGDM in finance from IMT -CDL. Before joining the DMR, he was employed with NHPC as Executive Director Engineer. In NHPC he headed several divisions and worked for construction of several projects. He also worked for preparation of DPR of more than 40 projects covering Hydro, Pumped Storage, Solar, Wind, Geothermal and Green Hydrogen in India. Also worked on hydro projects in Myanmar, Bhutan and Nepal. He introduced several advanced geophysical techniques for investigation for faster investigation and these helped in minimising the geological uncertainties during construction. He developed a Real Time Seismic Data centre in NHPC for seismic monitoring of all NHPC projects one of its kind in India He has been actively involved with projects of NTPC, THDC, PPA and Several State Govts. and resolved some of the critical issues related to dams/ TBM & DBM tunnelling.</p>	<p>Mr. Krishan Kumar Gupta holds a degree in Bachelor of Engineering in Civil from Thapar Institute of Engineering and Technology, Patiala, Punjab, India. He also holds degree in MBA and LLB. He has more than 42 years of experience in the field of construction & project management with specialization in hydroelectric projects both in the government & private sectors in India & abroad. He has also worked in the Central Water Commission in the Government of India & also with Larsen & Toubro Limited. He has been associated in the implementation of a number of land mark hydroelectric projects which among others include 520 MW Parbati Stage III HEP in Himachal Pradesh, 99 MW Singoli Bhatwari HEP in Uttarakhand, 1020 MW Tala HEP in Bhutan & 1200 MW Punatsangchhu-I HEP also in Bhutan.</p>
Qualification	M. Tech (Civil Engineering)	MBA, LLB and Bachelor of Engineering in Civil
Terms and conditions of appointment	As detailed in the respective resolution and explanatory statement.	As detailed in the respective resolution and explanatory statement.
Directorship held in other companies including Listed Companies	Nil	Nil

Chairman/member of the committee of the Board of Directors of the Company	Nil	Nil
Chairman/member of the committee of the Board of Directors of other companies (including listed companies) in which he/she is a director	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil
No. of Board meetings attended during the financial year 2022-23	Nil	Nil
Relationship with other Directors, Manager and KMPs of the Company	None	None
Details of remuneration sought to be paid, if any	Rs. 1,00,000 per month w.e.f July 25, 2023	Rs. 1,00,000 per month w.e.f July 25, 2023
Remuneration last drawn, if any	Not Applicable	Not Applicable
Justification for choosing the appointee for appointment	In the opinion of the Board, Mr. Kapil possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Director as specified in the Act and the SEBI Listing Regulations.	In the opinion of the Board, Mr. Gupta possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Director as specified in the Act and the SEBI Listing Regulations.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 (THE “ACT”) WITH RESPECT TO ITEM NO. 8, 9, 11 and 12

I. GENERAL INFORMATION

(a) Nature of industry:

DMR Hydroengineering & Infrastructures Limited is engaged in the business of providing engineering consultancy and due diligence services to hydropower, dams, roads and railway tunnels etc.

(b) Date or expected date of commencement of commercial production:

The Company commenced business from the date of its incorporation i.e. on December 15, 2009.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(d) Financial performance based on given indicators

(Amount Rs. In Lakhs)

Particulars	2022-23	2021-22	2020-21
Revenue from Operations	437.73	353.45	240.73
Other Income	8.99	3.57	2.53
Total Revenue	446.72	357.02	243.26
Total expenses	344.08	266.05	161.12
Profit before tax	102.64	90.97	82.15
Current Tax	23.18	21.41	21.58
Deferred Tax	2.01	0.90	(0.22)
Total Tax Expense	25.20	22.31	21.36
Profit/(Loss) for the period	77.44	68.65	60.79

(e) Foreign investments or collaborations, if any.

As on March 31, 2023, the Company did not made any foreign investment except in its wholly owned subsidiary, DMR Consulting Inc. in Delaware, United States, and the same is pending due to regulatory measures.

Further, as on March 31, 2023, the Company has not received any foreign investment except in case of rare instances of miniscule trading of the shares of the Company from the open market by the foreign shareholders.

II. INFORMATION ABOUT THE APPOINTEE:

(a) Background details, job profile and suitability:

- i. **Mr. Subhash Chander Mittal** is a Promoter as well as Chairman and Managing Director of the Company. He has been on the Board of Directors of the Company since incorporation. He holds the degree in Bachelor of Science in Civil Engineering from Regional Engineering

College of Kurukshetra University, Haryana, India. He has diverse experience of more than 38 years in the field of engineering consulting industry. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company

- ii. **Ms. Neelam Mittal** is Promoter and Whole-time Director of the Company. She has been on the Board of the Company since incorporation. She holds degree in Department of Economics, Master of Arts from Kurukshetra University in the year 1982. She leads and monitors the human resource department of the Company. The profile of Ms. Mittal complements to her designation in the Company. She has successfully contributed towards the growth of the Company.
- iii. **Mr. Shyam Lal Kapil** is an Executive Director of the Company. He holds the degree in M. Tech from IIT Roorkee and PGDM in finance from IMT -CDL. Before joining the DMR, he was employed with NHPC as Executive Director Engineer. The profile of Mr. Kapil complements to his designation in the Company. Further, Mr. Kapil is successfully contributing towards the growth of the Company since his association.
- iv. **Mr. Krishan Kumar Gupta** is an Executive Director of the Company. He holds a degree in Bachelor of Engineering in Civil from Thapar Institute of Engineering and Technology, Patiala, Punjab, India. He also holds degree in MBA and LLB. He has more than 42 years of experience in the field of construction & project management with specialization in hydroelectric projects. The profile of Mr. Gupta complements to his designation in the Company. Further, Mr. Gupta is successfully contributing towards the growth of the Company since his association.

(b) Past Remuneration:

Please refer to the table above, incorporated pursuant to para 1.2.5 of SS-2 and regulation 36 of the SEBI Listing Regulations above.

(c) The remuneration or commission drawn by the individual concerned in any other capacity: Nil

(d) The remuneration or commission drawn by him from any other company: Nil

(e) Remuneration proposed: Please refer the resolutions no. 8, 9, 11 and 12 along with explanatory statement thereof as mentioned above.

(f) Recognition or awards: Nil

(g) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, and the relationship between remuneration and performance of the person (in case of expatriates the relevant details would be with respect to the country of origin):

- i. **Mr. Subhash Chander Mittal** is a Promoter as well as Chairman and Managing Director of the Company. He has been on the Board of Directors of the Company since incorporation. He holds the degree in Bachelor of Science in Civil Engineering from Regional Engineering College of Kurukshetra University, Haryana, India. He has diverse experience of more than 38 years in the field of engineering consulting industry. His respective skill sets and

experience place his in a correspondingly equal position at peer Companies in India. Considering his specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

- ii. **Ms. Neelam Mittal** is Promoter and Whole-time Director of the Company. She has been on the Board of the Company since incorporation. She holds degree in Department of Economics, Master of Arts from Kurukshetra University in the year 1982. She leads and monitors the human resource department of the Company. Her respective skill sets and experience place her in a correspondingly equal position at peer Companies in India. Considering her specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
- iii. **Mr. Shyam Lal Kapil** is an Executive Director and Senior Vice President of the Company. He holds the degree in M. Tech from IIT Roorkee and PGDM in finance from IMT -CDL. Before joining the DMR, he was employed with NHPC as Executive Director Engineer. His respective skill sets and experience place his in a correspondingly equal position at peer Companies in India. Considering his specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
- iv. **Mr. Krishan Kumar Gupta** is an Executive Director and Senior Vice President of the Company. He holds a degree in Bachelor of Engineering in Civil from Thapar Institute of Engineering and Technology, Patiala, Punjab, India. He also holds degree in MBA and LLB. He has more than 42 years of experience in the field of construction & project management with specialization in hydroelectric projects. His respective skill sets and experience place his in a correspondingly equal position at peer Companies in India. Considering his specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

(h) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Apart from the remuneration paid to them as Managing Director/ Whole-time Directors as stated above and their respective shareholding held directly or indirectly in the Company and Ms. Neelam Mittal, Whole-time Director, being the wife of Mr. Subhash Chander Mittal, Chairman and Managing Director, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

(i) The securities held by the directors, including options and details of the shares pledged as at the end of the preceding financial year:

Mr. Shayam Lal Kapil, and Mr. Krishan Kumar Gupta does not hold any shares/options in the Company as on March 31, 2023.

As on March 31, 2023, Ms. Neelam Mittal holds 12,88,000 equity shares and Mr. Subhash Chander Mittal holds 10,90,000 equity shares in the Company. Further, no stock options have been held and no shares have been pledged by Ms. Mittal and Mr. Mittal.

(j) Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference: No

- (k) **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.**

Please refer Annexure-IV of the Board's report.

III. OTHER INFORMATION:

- (a) **Reason of loss or inadequate profits:** As on March 31, 2023, the Company did not have any loss or inadequate profits. The disclosure under Schedule V has been given as a matter of abundant precaution.
- (b) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company is regularly taking steps for further improvement and growth in the productivity and profits.
- (c) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company is regularly taking steps for further improvement and growth in the productivity and profits.

Place: Faridabad
Date: August 12, 2023

Registered Office
473, Sector-30, Faridabad,
Haryana, India 121003

By order of the Board
For DMR Hydroengineering and Infrastructures Limited

Sd/-
Ravinder Kumar Bhatia
Company Secretary and Compliance Officer
M. No. A68152