

Date: 08.09.2023

Sr. No. DMR/SE/23-24/81

The Manager,
BSE SME Platform
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
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BSE Scrip Code: 543410

Subject: Proceedings of the 14th Annual General Meeting of the Company

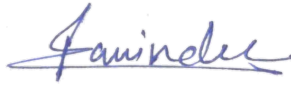
Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with Schedule III thereto, please find enclosed herewith the proceedings of the 14th Annual General Meeting of DMR Hydroengineering and Infrastructures Limited held today i.e. Friday, September 08, 2023 through Video Conferencing and Other Audio-Visual Means.

Kindly take the above information on your records.

Thanking you,

Yours Faithfully,
For **DMR Hydroengineering and Infrastructures Limited**



Ravinder Kumar Bhatia
Company Secretary & Compliance Officer



Encl: as above

Proceedings of the 14th Annual General Meeting of DMR Hydroengineering & Infrastructures Limited

1. Date of the Meeting

The 14th Annual General Meeting (“AGM”) of the Members of DMR Hydroengineering and Infrastructures Limited (“Company”) for the financial year ended March 31, 2023 was held on Friday, September 08, 2023 at 11.41 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 (“Listing Regulations”) 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”).

The registered office of the Company i.e. 473, Sector-30, Faridabad, Haryana shall be deemed to be the place of Meeting for the purpose of recording of the proceedings of this AGM.

2. Brief summary of the proceedings

In accordance with the Articles of Association of the Company, Mr. Subhash Chander Mittal, Chairman and Managing Director (DIN: 02861072) of the Company, took the Chair and welcomed all the attendees present at the AGM.

The requisite quorum being present, the Chairman called the Meeting to order.

Thereafter, the Chairman addressed the members.

The Members were informed that Mr. Bunny Sehgal, Practicing Company Secretary (Membership No. F11407) was appointed as Scrutinizer for the purpose of scrutinizing the e-voting at the Meeting and remote e-voting process.

3. Manner of approval proposed for the items as set out in the Notice convening the AGM

The Company, in compliance with Section 108 and 109 of Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, had provided remote e-voting facility to all its Members to cast their votes electronically. Members who were present in the AGM and who did not cast their vote by remote e-voting were given the facility to cast their vote through e-voting facility, at the Meeting.

The following items of businesses as set out in the Notice convening the 14th AGM were recommended for members' consideration and approval:

Ordinary Businesses

1. Adoption of 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.
2. Declaration dividend on equity shares of Rs. 0.11/- per equity share for the financial year ended March 31, 2023.
3. Re-appointment of Mr. Bangam Prasad Rao (DIN: 09335571), as a Director of the Company, who retires by rotation.

Special Businesses

4. Increase in the authorized share capital of the Company.
5. Adoption of a new set of Articles of Association of the Company.
6. Approve the DMR Employee Stock Option Plan 2023.
7. Approval of a threshold for granting loans/ guarantees, providing of securities and making investments under section 186 of the Companies Act, 2013.
8. Increase the remuneration of Mr. Subhash Chander Mittal, (DIN: 02861072) Chairman and Managing Director of the Company.
9. Increase the remuneration of Ms. Neelam Mittal, (DIN: 02861064) Whole-time Director of the Company.
10. Appointment of Ms. Anita Goyal (DIN: 10249700) as an Independent Director of the Company.
11. Appointment of Mr. Shyam Lal Kapil (DIN: 10249705) as a Whole-time Director of the Company.
12. Appointment of Mr. Krishan Kumar Gupta (DIN: 10249694) as a Whole-time Director of the Company.
13. Issue and offer of equity shares by way of preferential allotment on a private placement basis.
14. Approval for sale of undertaking of the Company.

4. Results of the items deliberated

All the resolutions set out in the Notice have been passed with requisite majority.

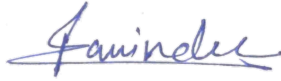
The members were informed that the detailed results of the voting at the aforesaid Meeting along with the Scrutinizer's Report pursuant to Section 108 and 109 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44

of the Listing Regulations will be submitted to the Stock Exchange. The voting results along with Scrutinizer Report shall also be uploaded on the website of the Company and the website of the National Securities Depository Limited.

The Meeting concluded at 11.59 a.m. with the vote of thanks to the Chair.

Yours Faithfully,

For **DMR Hydroengineering and Infrastructures Limited**

A handwritten signature in blue ink, appearing to read 'Ravinder'.

Ravinder Kumar Bhatia
Company Secretary & Compliance Officer