

Sr. No. DMR/SE/22-23/31

Date: 04.09.2022

The Manager,  
**BSE SME Platform**  
Corporate Relationship Department  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001  
Email: [bsesme.info@bseindia.com](mailto:bsesme.info@bseindia.com)  
BSE Scrip Code:543410

**Subject: Notice of the 13th Annual General Meeting and Annual Report of the Company for the Financial Year 2021-22**

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”) 2021-22 along with the Notice of 13<sup>th</sup> Annual General Meeting (‘AGM’) of the Company, which is scheduled to be held on Tuesday, September 27, 2022 at 11:30 A.M. through Video Conferencing / Other Audio Visual Means.

The copy of Annual Report for the FY 2021-22 is also available on the website of the Company at <https://dmrengineering.net/wp-content/uploads/2022/09/DMR-Annual-Report-FY-ended-2021-22.pdf>

The copy of the notice of 13<sup>th</sup> AGM of the Company is also available on the website of the Company at [https://dmrengineering.net/wp-content/uploads/2022/09/13th-AGM-Notice-FY-2021-22\\_DMR.pdf](https://dmrengineering.net/wp-content/uploads/2022/09/13th-AGM-Notice-FY-2021-22_DMR.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. Tuesday, September 20, 2022. The remote e-voting shall commence at Saturday, September 24, 2022 from 9:00 A.M. (IST) and end at Monday, September 26, 2022 at 5:00 P.M. (IST).

This is for your information and records.

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

**Ravinder Kumar**  
**Company Secretary & Compliance Officer**  
**Membership No. A68152**  
Encl: as above





**A year of  
Several Firsts**  
ANNUAL REPORT  
2021-22

**Advisory  
Design  
Management**











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# Corporate Information

## Board of Directors

1. Mr. Subhash Chander Mittal, Chairman & Managing Director
2. Ms. Neelam Mittal, Whole Time Director
3. Ms. Rachana Agrawal, Independent Director
4. Mr. Janardan Choudhary, Independent Director (Ceased w.e.f May 23, 2022)
5. Mr. Dahyalal Bansilal Prajapati, Independent Director (Appointed w.e.f. May 18, 2022)
6. Mr. Bangam Prasad Rao, Non-Executive Director (Change in designation from Independent Director w.e.f May 18, 2022)
7. Mr. Naresh Kumar Mathur, Non-Executive Director (Ceased w.e.f May 23, 2022)
8. Mr. Surajit Dutta, Non-Executive Director (Appointed w.e.f May 18, 2022)

## Audit Committee (w.e.f May 18, 2022)

1. Ms. Rachana Agrawal, Chairman
2. Mr. Dahyalal Bansilal Prajapati, Member
3. Mr. Surajit Dutta, Member

## Nomination & Remuneration Committee (w.e.f May 18, 2022)

1. Mr. Dahyalal Bansilal Prajapati, Chairman
2. Mr. Subhash Chander Mittal, Member
3. Ms. Rachana Agrawal, Member

## Stakeholders Relationship Committee (w.e.f May 18, 2022)

1. Mr. Dahyalal Bansilal Prajapati, Chairman
2. Mr. Subhash Chander Mittal, Member
3. Mr. Surajit Dutta, Member

## Chief Financial Officer

Mr. Bal Mukund Kumar

## Company Secretary & Compliance Officer

Mr. Mayank (till March 31, 2022)  
Mr. Ravinder Kumar (w.e.f April 01, 2022)

## Statutory Auditors

A Y & Company, Chartered Accountants, Jaipur

## 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

## Bankers

HDFC Bank Limited  
Punjab National Bank  
YES Bank

## Corporate Identification Number (CIN)

L74900HR2009PLC039823

## Registered Office

473, Sector-30, Faridabad  
Haryana, India 121003  
Website: www.dmrengineering.net  
Email: dmr@dmrengineering.net  
Tel: +91 129 4360445







# Message from the Leader

## Dear Shareholders,

It gives me immense pleasure to share with you all the **13th Annual Report** of the business and operations of DMR Hydroengineering and Infrastructures Limited ('DMR' or 'Company') for the financial year ended March 31, 2022. The year 2021-22 was an exciting year for the Company. On account of the successful Initial Public Offering of the Company and subsequent listing of Company's shares at SME platform of BSE Limited on December 07, 2021, the size of the shareholders family of DMR has increased several fold. Further, during the year, we also expanded the Board of the Company by inducting new Directors with diversified talent profiles.

Although during the year 2021-22, we had to face the second wave of Covid-19 pandemic, the resilience demonstrated by our valuable employees and understanding shown by our customers helped us in achieving significant growth in revenues from our business operations.

As you are aware, DMR is in the engineering consulting business in the infrastructure sector. To remain competitive, we have to constantly upgrade our business delivery capabilities. To this end, we have to add new talent in our organization and significantly enhance the technical capabilities of our existing employees. During the year, we procured additional engineering softwares, such as RS2 (for Geo Technical Analysis), MIDAS (Solid Modeling & FEM Analysis) for use by our operations team and also added several new employees from engineering and management background. We have also put in place several IT Applications to streamline the functioning of our expanding organization. While the agility of our new age employees provides momentum to our service delivery, our senior experts provide mature advice and handholding to our young engineers.

During the year, we added several new customers in our business operation in India as well as in the international market. The faith reposed in us by new customers has been a happy experience for us. Recognition of our talent in Nepal, Lao PDR, Nigeria and Senegal has emboldened the morale of our employees. We look to international markets in addition to domestic market as future growth opportunities for our organization.

Our bid engineering services are appreciated by our wide spectrum of customers. Our construction engineering capabilities are being recognized by our new customers, who have reposed faith in us. Our design & engineering strength for feasibility studies are already well-known. We have been able to impress our international customers in the due diligence and advisory services space.

Pumped storage projects (PSPs) have emerged as major investment opportunities in the energy markets across the globe in view of solar and wind power sources of energy which are intermittent renewable energy sources. Our Company is trying to diversify our services in PSP projects, as a natural extension of our technical leadership in the Hydro power field. While we are associated with several important dams projects, we have also continued to provide engineering consulting for several rail & road tunnel projects. We have also provided services for other infrastructure projects such as bridges, culverts, roads, Industrial buildings, water tanks, pump houses and other civil, mechanical and electrical engineering related projects. We continue to work on several infrastructure projects of national and international projects. Our services in energy, water security and mobility sectors bring value to the customers and to the society in improving quality of life.

Our Company has in place an integrated management system which consists of Quality Management System (ISO 9001: 2015), Environmental Management System (ISO 14001: 2015) and Occupational Health and Safety Management System (ISO 45001: 2018). Our Company is committed to create a work environment that develops motivated and knowledgeable employees committed to our mission.



As responsible corporate citizens, we are committed to protect the environment including prevention of pollution by reducing, reusing and recycling practices in our working. We are committed to achieve operational excellence and cost leadership by harnessing technology and the power of the team. We are committed to develop a culture of continual improvement by creating an environment of high performance and innovation.

In the course of our delivery of services, our engineers and experts continue to travel to interesting and scenic locations within and outside the country, with diversified geological terrain and culture. This enables our teams to have wider exposure and first hand interaction with people around, thus enriching their experiences.

During the financial year 2021-22, DMR became the first MSME Company in the country to get ESG (Environment, Social and Governance) rating from ESG Risk AI Limited.

Our organization strives to be a global company by having its presence both in developed and developing economies across the globe in the coming 10 years. This will be achieved through management actions and continued guidance and support of shareholders, employees and customers.

Before I conclude, I once again express my gratitude to all our stakeholders in helping us to be humble and creative corporate citizen.

**Subhash Chander Mittal**  
**Chairman & Managing Director**

## About the Company

DMR Hydroengineering and Infrastructures Limited ('DMR' or 'Company') is engaged in the business of providing engineering consultancy and due diligence services to hydropower, dams, roads and railway tunnels etc. The services offered by our Company include entire life cycle of projects covering design & engineering, due diligence & regulatory, bid management & construction engineering and quality & inspection. Our company offers Hydro Engineering and Infrastructure services viz., Strategic Advisory, Due Diligence Studies, Project Viability Analysis, Cost Benefit Analysis, Risk Analysis, Regulatory Approvals, Monitoring and Evaluation, Geological Studies, Hydrological Studies, Hydraulic Studies, Hydraulic Design of Structures, Geotechnical Design of Surface and Underground Structures, Structural Design and Analysis, Dynamic Analysis, Numerical Analysis, Instrumentation Analysis, Detailed Design and Drawings, Bid level Designs and Drawings, Detailed Project Report, Feasibility Report, Layout Studies and Alternatives Analysis, Design Review, As Built Drawings, Bid documents, Bill of Quantities, Construction Planning and Scheduling, Construction Management and Method Statements, Design and Engineering Support During Construction, Rate Analysis and Cost Estimates, Contract Management,

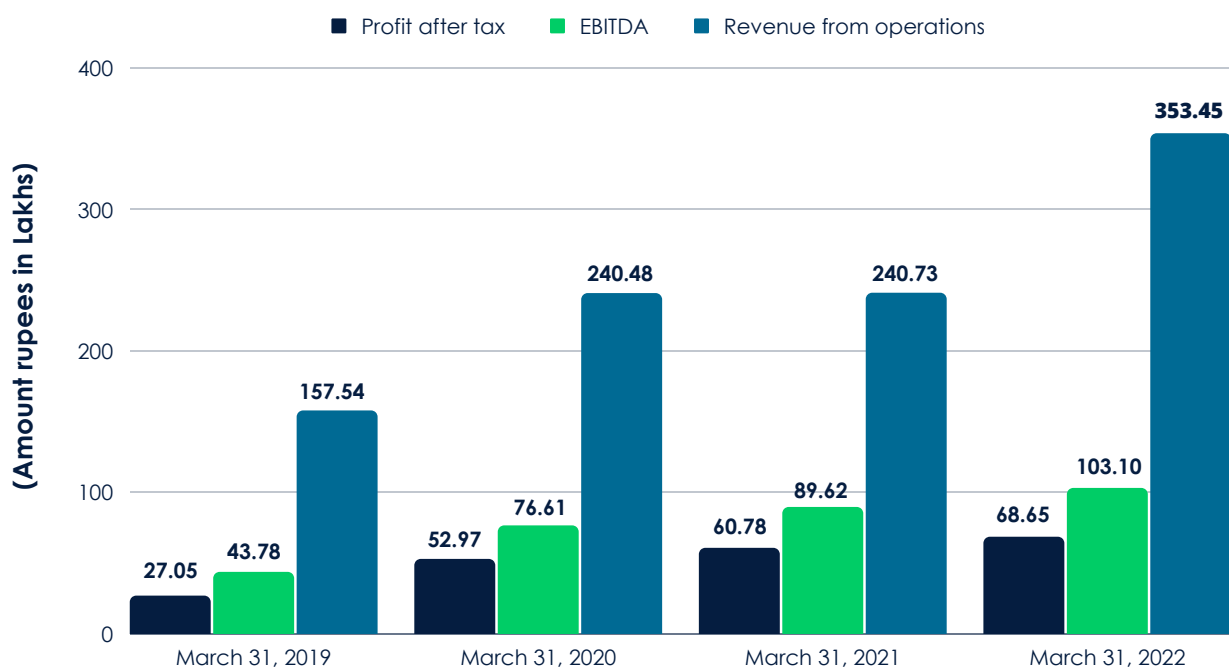
Procurement Management, Project Management, Project Commissioning, Completion Report, QA/QC plans, Quality Assurance at Site, Pre-Dispatch Inspection, Third Party Inspection, Safety Inspection and O & M stage Inspection.

Domestically, we have our presence across 11 states and internationally, we provide our services to over 5 countries including Nepal, Nigeria, UAE, Germany and Senegal.

Our Company is promoted by Mr. Subhash Chander Mittal and Ms. Neelam Mittal. Our Promoters manage and control the affairs of our business operations with their considerable experience in the Industry.

Our Company is accredited with various certificates such as ISO 9001: 2015, ISO 14001: 2015 and ISO 45001:2018 for providing consultancy services for hydro engineering and infrastructure sector. Our Company is the Corporate Member of several professional organizations such as consulting Engineers association of India (CEAI), Indian Society of Hydraulics, and Indian Society of Rock Mechanics & Tunnelling technology.

The financial performance of the Company over the past some years is provided below:





# Business Operations of the Company

Our company is engaged in engineering consultancy services to several infrastructure sectors including Hydropower include small Hydro, Renewable, Water Resource, Dams, barrages & weirs, Roads and Railway tunnels, Mining, Urban Infrastructure. Our Company offers services for Strategic Advisory, Due Diligence Studies, Project Viability Analysis, Cost Benefit Analysis, Risk Analysis, Regulatory Approvals, Monitoring and Evaluation, Geological Studies, Hydrological Studies, Hydraulic Studies, Hydraulic Design of Structures, Geotechnical Design of Surface and Underground Structures, Structural Design and Analysis, Dynamic Analysis, Numerical Analysis, Instrumentation Analysis, Detailed Design and Drawings, Bid level Designs and Drawings, Detailed Project Report, Feasibility Report, Layout Studies and Alternatives Analysis, Design Review, As Built Drawings, Bid documents, Bill of Quantities, Construction Planning and Scheduling, Construction Management and Method Statements, Design and Engineering Support During Construction, Rate Analysis and Cost Estimates, Contract Management, Procurement Management, Project Management, Project Commissioning, Completion Report, QA/QC plans, Quality Assurance at Site, Pre-Dispatch Inspection, Third Party Inspection, Safety Inspection and O & M stage Inspection.



# Sectors Covered

## 1. Hydropower including Small Hydro

We provide concept to commissioning services in the hydropower and small hydro sector. We are specialized in troubleshooting technical bottlenecks in the assignment thus delivering enhanced value to our customers. Till now we have completed 53 assignments in this sector.

## 2. Renewables

We provide concept to commissioning services in the renewables sector. We provide services in the wind, solar and small hydropower renewable energy segments. Till now we have completed 24 assignment in this sector.

## 3. Water Resources, Dams, Barrages & Weirs

We provide end to end services in the water resources, dams and barrages sector. Till now we have completed 24 assignments in this sector.

## 4. Rail Tunnel and Road Tunnel

We provide end to end services in the rail tunnel and road tunnels sector. The project components include open excavation, cut and cover, portals, cross passages in tunnels. We are specialized in numerical analysis, back analysis, detailed geotechnical design (NATM, NTM), structural lining design, bid engineering and site supervision of tunnels in soft ground, weak rocks as well as hard jointed rocks. We also provide ventilation, lighting and power supply services for tunnel systems. Till now we have completed 20 assignments related to engineering of Railway Tunnels and Road Tunnels.

## 5. Mining

We provide geotechnical engineering related services to mining sector. We have provided services for mine excavation slope stability analysis, underground openings design, earthen bund/Tailing Dam design for mining projects. Till now, we have completed 1 assignment in this sector.

## 6. Urban Infrastructure

We provide structural design of overhead water tanks (OHT), water intakes, pump house structures. We also provide services for structural design of sub-station foundations, DG rooms, roof trusses, industrial buildings and other civil engineering structures such as bridge design, culvert design and open channels. Till now we have completed 1 (one) assignment in this sector.

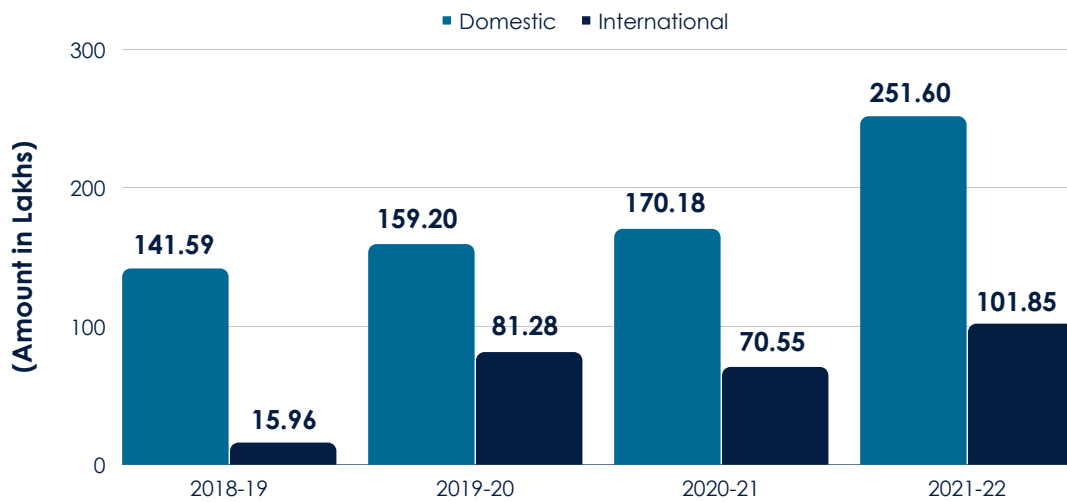


# Our Presence

## 1. Geographical presence in both domestic and international markets

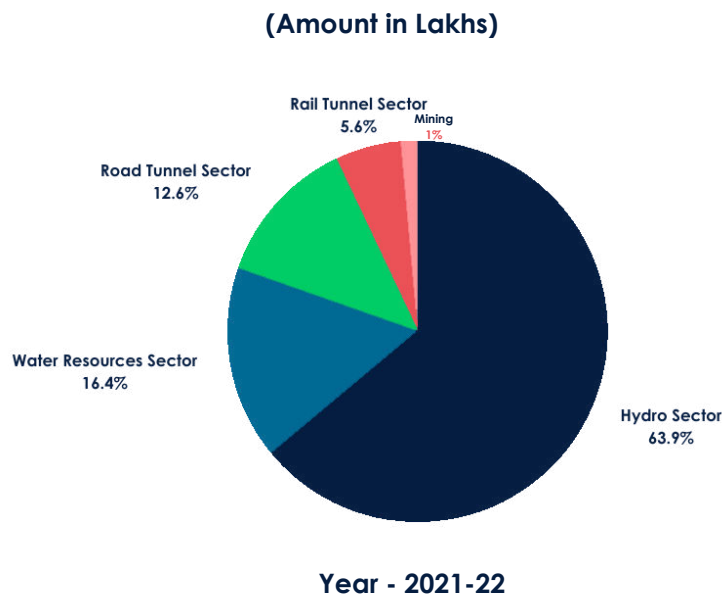
Our Company deals in Business to Business (B2B) category and caters to both domestic and international markets. Domestically, we have our presence across 11 states such as Uttar Pradesh, Himachal Pradesh, Delhi, Noida, Arunachal Pradesh, Uttarakhand, Telangana, Odisha, Maharashtra, Rajasthan, and Punjab. Internationally, we have executed assignments in around 5 countries including Nepal, Nigeria, Dubai, Germany and Senegal.

Year wise contribution from domestic and international operations are as below:



## 2. Established presence in diversified sectors

We provide consultancy services across diverse sectors such as hydropower and small hydro sector, renewable, water resources, dams, barrages & weirs, rail tunnels, road tunnels, mining and urban infrastructure. The sector wise revenue break up for the financial years 2021-22 is mentioned below.











## Vision

The Company is committed to becoming a Global Infrastructure Consulting Company of high repute working on various projects across multiple countries and sectors, consistently delivering high-quality solutions.



## Mission

The Company aims to partner with our customers to deliver robust and world-class infrastructure solutions to our communities.

# Values

## Integrity and Transparency

The Company strives to be a long-term reliable partner. We recognize our responsibility in creating robust infrastructure and partner with our customers in realizing their vision for the project, delivering accurate results every time.

## Design and Engineering Partner

DMR commits to bring in global best practices in Design and Engineering to all its projects. Our research and development initiatives help in adapting global best practices to local conditions.

## Customer Centric

Our primary focus is on the needs of our customers and their projects. Our team structure and delivery models are aligned to this core principle of ensuring the success of our customers' projects.

# What Defines Us?



### Multi-disciplinary Experts

DMR has experienced experts from varied disciplines of engineering and project management. Our team takes care of the multifaceted requirements of each project.



### Established Collaborations

DMR collaborates with specialised technical teams, where required. This complements our skill sets and brings in a multi-domain understanding to the solution design.



### End to End Solutions

DMR's offerings include the entire life cycle of projects covering inception, engineering design, procurement, construction, commissioning, observation, and measurement.



### Customer Focus

DMR understands the client's ultimate goals and the conditions at play to derive solutions. DMR solutions are designed to fit the unique requirements and challenges of the project.



### Stakeholder Perspective

DMR has enabled various assignments adding significant value to projects, customers, end users and the society. We design solutions according to stakeholders needs.



## Board of Directors



### **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 37 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.

### **Ms. Neelam Mittal,**

is Promoter and Executive Director of the Company. She has been on the Board of the Company since incorporation. She holds Master degree in Economics from Kurukshetra University. She holds more than a decade experience in the field of engineering industry consulting business. She leads and mentors the human resource department of the Company.



### **Mr. Bangam Prasad Rao,**

is Non-executive Director of the Company. He holds the degree in B. Sc (Engineering) Civil from Regional Engineering College Rourkela, India. Prior to working with our Company, he was employed with NHPC Limited as General Manager. He has more than 35 years of experience in the field of construction management. He has implemented a number of land mark hydro power projects in the country such as Indira Sagar, HEP 1000 MW and Omkareshwar HEP 400 MW.

### **Ms. Rachana Agrawal,**

is Independent Director of the Company. She is a Fellow member of the Institute of Chartered Accountant of India. She has also completed practical training and has passed the Information System Audit Assessment Test conducted by The Institute of Chartered Accountant of India, in 2013. She has more than 30 years professional experience in finance and accounts.





**Mr. Surajit Dutta,**

is a Non-executive Director of the Company. He is Fellow member of the Institute of Cost Accountants of India and MBA (Finance). He has about 34 year post qualification experience in PSUs. He worked in NHPC Limited for 19 years up to the position of Senior Manager (Finance). Subsequently, he joined as Additional General Manager (Finance) in IRCON International Ltd. a leading Railways PSU, He reached upto the position of Executive Director (Finance), CFO, Chief Investors Relation Officer in IRCON. He worked as Director in many Subsidiary Companies of IRCON and Joint Ventures. He has also worked in CCFB, a Railway JV Company of CFM, RITES & IRCON in Mozambique as Director (Finance). He has vast experience in all fields of Finance & Accounts.

**Mr. Dahyalal Bansilal Prajapati,**

is an Independent Director of the Company. He is a high achieving individual and an enthusiastic learner who has a keen interest in finance with MBA (Finance) qualification. Currently he is associated with one of the leading SAP Services & Implementation Partner Company in Ahmedabad, Gujarat. He has well rounded experience in business management from managing business strategies to managing operations to providing board level oversights & governance. He is passionate about helping SME and Start-up mentoring. His areas of work include credit analysis, equity research, corporate finance, investment banking and IT industry. He has spent 15 years in corporate organizations such as BSE India, CARE Ratings, Marwari Shares & Finance and CRISIL Limited.





# Integrated Management System (IMS)

(Incorporating ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018)

We, at DMR, are engaged in the business of providing Services for Hydro Engineering & Infrastructures related assignment and are committed to the following:

## **Robust People Practices**

- i. Empower all employees to create, implement and improve our services to meet and exceed external and internal interested parties' expectations.
- ii. Create work environment that develops motivated and knowledgeable employees committed to our mission.
- iii. Provide training to all our personnel for Continuous Process Improvement (CPI).
- iv. Continuous Process Improvement will be driven towards improved customer satisfaction and enhanced customer loyalty.
- v. Ensure a safe workplace by minimizing the risks, improve occupational health of our employees, and develop safety culture.

## **Responsible Corporate Citizenship**

- i. Protect environment including prevention of pollution by reducing, reusing and recycling practices in our working.
- ii. Support the creation of a sustainability future of our planet by minimizing the usages of natural resources and mitigating the impact on the environment when Assignment/Project are executed.
- iii. Meeting regulatory compliance requirements related to Quality aspect in assignment, Health & Safety and Environment to our activities.
- iv. To be proactive and prevent accidents from occurring rather than just reacting to incidents and correcting the contributing factors.

## **Cost Leadership**

Achieve operational excellence and cost leadership by harnessing technology and the power of the team.

## **Innovation & Excellence**

- i. Develop a culture of continual improvement by creating an environment of high performance and innovation.
- ii. Team members shall ensure that the above are provided and implemented in the Company.

# Commitment to our Country's Environmental, Social and Governance Aspects ('ESG')

## Overview

The magic abbreviation being increasingly used the world over to appraise and filter companies is 'ESG'. ESG has therefore emerged as a litmus test, being used by analysts, opinion makers, governance agencies, media, communities and bankers to appraise the quality of corporate managements. This has helped extend the appraisal discipline beyond the Balance Sheet. In a number of instances, this appraisal has been extended backwards to ESG with the perspective that soon the effects of high/low compliance will inevitably translate to the Balance Sheet.

## What is ESG?

ESG is the abbreviated form of Environmental-Social-Governance. The environment segment of the business addresses the various initiatives taken by the company to moderate its carbon footprint through a responsible utilization of finite resources coupled with extensive compliances. The Social component of ESG comprises a mix of the company's relationships – with vendors (land, capital equipment and raw materials), employees, customers and communities. The Governance component comprises a review of how the company intends to manage its business, comprising an understanding of processes, practices and systems. The combination of E, S and G covers virtually every relevant aspect of a company's operations critical to its sustainability. While the extent of compliance can vary from company to company, there is a growing recognition that even a company beginning to respect ESG standards is inevitably graduating toward a global benchmark likely to be understood and respected anywhere in the world. But there is a contribution of ESG that extends beyond compliance.

## DMR and ESG

### Digital Approach for sustainable Environment

As a responsible corporate citizen "DMR" strives to respect, protect, and make efforts to restore

the environment by utilizing natural and manmade resources in an optimal and responsible manner and ensure the sustainability of resources by reducing, reusing, recycling, and managing waste. We continuously seek to improve environmental performance by adopting and promoting use of energy-efficient and environment-friendly technologies. We shifted most of our IT infrastructure to the cloud to enable all our team members across geographies working in a hybrid model. We also extend this further to support our customers seamlessly from a remote work environment. This results again in considerable savings in terms of power usage at our offices. We adopt measures to conserve energy by using energy-efficient computers and equipment with latest technologies, which would help in conservation of energy.

Another simple way to have a huge impact on the environment is through reducing paper consumption, by turning paper documents into electronic ones and eliminating paper from workflows. By reducing paper usage, we create a direct impact on reducing the carbon footprint. Going paperless helps to reduce CO<sub>2</sub> (carbon dioxide) emissions.

We, at DMR, consciously choose to print only the important documents and avoid unnecessary paper consumption to further reduce the carbon footprint. Our approach is focused on delivering seamless digital experience and solutions to our customers with end-to-end capabilities spanning the digital lifecycle. We have also cut down on work-related travel promptly and effectively. In addition to securing the wellbeing of our people, reduced work-related travel also contributes to lesser carbon footprint.



## Our people- Diversity & Inclusion

At DMR, we engage with our team on their wellbeing. People are one of the most important limb of an organization. Our people are integral to our business and their happiness is of utmost importance. Our systems, policies, and practices are crafted to nurture an open culture, enabling our people to discover their potential and participate in shaping their own work-life balance. This is how we make a difference.

We believe Diversity & Inclusion in an organisation is a journey and not a destination. At DMR, we strive to ensure that everyone can retain their identity that reflects their cultural experiences and feelings. We believe that no one should be discriminated against because of their differences, such as age, ability, ethnicity, gender, expression, or religion. We remain committed to an inclusive and diverse workplace, where people can be who they are and be their best, professionally, and personally. DMR focuses on building and sustaining a strong, diverse, equitable & inclusive culture by implementing new programs and policies, guided by the feedback we receive from our stakeholders.

## Ethical Practices to attain the highest level of Governance

The "G" in ESG refers to the governance factors of decision-making, from sovereigns' policymaking to the distribution of rights and responsibilities among different participants in the Organization, including the board of directors, employees, shareholders, and other stakeholders. Governance factors indicate the rules and procedures for the organizations, and allow investors to screen for appropriate governance practices as they would for environmental and social factors. The purpose of the organization, the role of boards of directors, shareholder rights and how the corporate performance is measured are core elements of corporate governance structures.

The Company also places great emphasis on values such as empowerment and integrity of its employees, transparency in decision making process, fair and ethical dealings with all and accountability to all the stakeholders. These practices which are being followed since inception have contributed to the Company's sustained growth. Further, the Company is committed to conduct its business in accordance with the applicable laws, rules, and regulations with highest standards of business ethics, governance, integrity, and responsibility.

The Company firmly believes, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation.

## DMR ESG Rating

Our Company has achieved sustainability grade of Three Stars by 2021 ESG Risk AI Sustainability Grade. We became First SME Company in India to voluntarily subject itself for ESG rating. We obtained an overall score of 53 out of 100.



## Strategic focus for growth

- i Cost leadership by maximize asset utilization;
- ii Widen the market and the company's share;
- iii Robust people practices by creating people centric policies, Industry-benchmarked Remuneration, Work-life balance for Employees, Fair and equitable compensation structure, High retention, renewal, motivation and outperformance;
- iv Need to enhance talent productivity;
- v Need to generate rising revenues and profits per person employed;
- vi Expand our international presence;
- vii Focus on acquiring reputable, credit-worthy clients by providing integrated, end-to-end solutions and continue to provide additional services to existing clients;
- viii Focusing on measurable improvements;
- ix Focus on further diversifying our services in Mechanical, Electrical, Automation, IT and Technology areas;.
- x Responsible corporate citizenship;
- xi Stakeholder value creation;
- xii Need to establish credibility as a well-rounded organization





# Directors' Report

**Dears Members,**

Your Directors are pleased to present the **13th Annual** Report on the business and operations of **DMR Hydroengineering and Infrastructures Limited** ("Company") along with the Audited Financial Statements for the financial year ended March 31, 2022.

## 1. FINANCIAL SUMMARY AND HIGHLIGHTS

The financial performance of the Company is summarized below:

(Amount in Lakhs)

	Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
I	Revenue from Operations	353.45	240.73
II	Other Income	3.57	2.53
III	<b>Total Revenue (I+II)</b>	357.02	243.26
IV	<b>Total expenses (IV)</b>	266.05	161.12
V	<b>Profit before tax (III-IV)</b>	90.97	82.15
VI	<b>Tax Expense</b>		
	1 Current Tax	21.41	21.58
	2 Deferred Tax	0.90	-0.22
	<b>Total Tax Expense (VI)</b>	22.31	21.36
VII	<b>Profit/(Loss) for the period (V-VI)</b>	68.65	60.79
VIII	<b>Earnings per equity share</b>		
	(1) Basic	2.15	2.08
	(2) Diluted	2.15	2.08

## **2. OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY**

During the Financial year 2021-22, the Company witnessed a growth of 46.8% in its revenue from operations i.e. from Rs. 243.26 Lakhs in the previous year to Rs. 357.02 Lakhs in the current year. Further, the net profit of the Company grew by 12.93% i.e. from Rs. 60.79 Lakhs in the previous year to Rs. 68.65 Lakhs in the current year.

The overall performance of the Company during financial year 2021-22, reinforces the effectiveness of the initiatives undertaken by the Company's Management leveraging better business opportunities.

### **3. DIVIDEND**

The Board of Directors in its meeting held on August 18, 2022, has recommended to the shareholders a final dividend of Rs. 0.10/- per equity share for the financial year 2021-22., The final dividend, if declared as above, would entail a total outflow of approx. Rs. 3.73 lakh. The dividend payment is subject to approval of members at the ensuing 13th Annual General Meeting.

### **4. TRANSFER TO RESERVES**

The Board of Directors did not propose to transfer any amount to the reserves.

### **5. CHANGES IN SHARE CAPITAL**

During the period under review, the authorized share capital of the Company was increased from Rs. 2,00,00,000 divided into 20,00,000 equity shares of Rs. 10/- each to Rs. 4,00,00,000 divided into 40,00,000 equity shares of Rs. 10/- each at the 12th Annual General Meeting held on September 25, 2021.

At the same AGM, the Company had allotted 1,46,41,000 equity shares of Rs. 10/- each by way of bonus issue in the ratio of 1:1, and consequently, the paid up capital of the Company was increased to Rs. 2,92,82,000 divided into 29,28,200 equity shares of Rs. 10/- each.

Subsequently, the Company had carried out the Initial Public Offering of its 9,96,000 equity shares comprising of fresh issue of 7,98,000 equity shares

and offer for sale of 1,98,000 equity shares by Mr. Subhash Chander Mittal, Managing Director, for a cash price of Rs. 21/- each including a premium of Rs. 11/- each. Consequently, the paid up capital of the Company was increased to Rs. 3,72,62,000 divided into 37,26,200 equity shares of Rs. 10/- each.

### **6. LISTING OF SHARES**

The Equity Shares of the Company were listed on the SME Platform of BSE Limited with scrip code No. 543410 on December 07, 2021. The Company confirms that the annual listing fees to BSE Listed for the financial year 2021-22 and 2022-23 has been duly paid.

### **7. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The Company did not have any Subsidiary, Joint Venture or Associate Company during the Period under Review.

### **8. CHANGE IN THE NATURE OF BUSINESS**

There was no change in the nature of the business of your Company during the Period under review.

### **9. COVID-19 AND ITS IMPACT**

During the 2nd wave of the Pandemic, the country faced a lot of difficulties due to higher infections. Your Company managed to navigate well through these difficult situations with the support of its employees and the Management. There was no major disruption in the Operations of the Company. However, the Board and the Management are committed to closely monitor these type of situations and to take all necessary measures, in the interests of all stakeholders of the Company.

### **10. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Directors of your Company, to the best of their knowledge, belief and ability and explanations obtained by them, state that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed and there are no material departures from the prescribed accounting standards;

- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of your Company at the end of the financial year 2021-22 and of the profit and loss of your Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and were operating effectively;
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2022, the Board of the Company was duly constituted with 6 (Six) Directors comprising of 1 (One) Managing Director, 1 (One) Whole-Time Director, 1 (One) Non-Executive Director and 3 (Three) Independent Directors.

During the Period under review, the office of Mr. Mukul Bahuguna, (DIN:08612093) Director was retired by rotation and was not re-appointed by the members in the 12th Annual General Meeting held on September 25, 2021. Further, Mr. Dibyajyoti Sinha (DIN: 08745568) had resigned from the directorship of the Company w.e.f September 30, 2021.

Further, during the year under review, the Board of Directors of the Company appointed Mr. Janardan Choudhary (DIN: 07871968), Mr. Bangam Prasad Rao (DIN: 09335571) and Ms. Rachana Agrawal (DIN:

09336019) as Independent Directors of the Company for a term of 5 years w.e.f September 30, 2021 to September 29, 2026. In the opinion of the Board, Mr. Janardan Choudhary, Mr. Bangam Prasad Rao and Ms. Rachana Agrawal, Independent Directors are persons of integrity and have the relevant expertise, experience and proficiency as required under the Act.

The Board of Directors of the Company in its meeting held on May 18, 2022 has appointed Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from May 18, 2022, subject to the approval of the shareholders of the Company in the upcoming Annual General Meeting of the Company.

Further, the Board of Directors of the Company in its meeting held on May 18, 2022 has also appointed Mr. Surajit Dutta (DIN: 06687032) as Non-executive Director of the Company, with effect from May 18, 2022 who shall hold the office till the upcoming annual general meeting of the Company, and his appointment will be placed for regularization before the shareholders for their approval in the upcoming Annual General Meeting of the Company.

Further, the Board of Directors of the Company in its meeting held on May 18, 2022 has also approved the change in designation of Mr. Bangam Prasad Rao (DIN: 09335571) from Independent Director to Non-executive Director of the Company, with effect from May 18, 2022 subject to the approval of the shareholders in the upcoming Annual General Meeting of the Company.

Subsequently, Mr. Janardan Choudhary (DIN: 07871968), and Mr. Naresh Kumar Mathur (DIN: 08632404) were ceased to be the Independent Director and Non-executive Director of the Company respectively with effect from the closing hours of May 23, 2022.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Ms. Neelam Mittal, Whole-time Director, will be liable to retire by rotation at the ensuing annual general meeting and being eligible, has offered herself for re-appointment.



In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company:

- i. Mr. Subhash Chander Mittal, Chairman & Managing Director
- ii. Ms. Neelam Mittal, Whole Time Director
- iii. Mr. Bal Mukund Kumar, Chief Financial Officer
- iv. Mr. Mayank, Company Secretary & Compliance Officer (till March 31, 2022)
- v. Mr. Ravinder Kumar, Company Secretary & Compliance Officer (w.e.f April 01, 2022)

## **12. DECLARATION OF INDEPENDENT DIRECTORS**

All the Independent Directors of your Company have submitted their declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act, read with rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and are not disqualified from continuing as Independent Directors of your Company.

Further, all the Independent Directors of your Company have complied with the requirement of inclusion of their names in the Databank of Independent Directors maintained by Indian Institute of Corporate Affairs.

Further, in the opinion of Board of Directors, the Independent Directors of the Company are the persons of integrity and possess relevant expertise and experience (including the proficiency).

## **13. POLICY ON REMUNERATION OF DIRECTORS, KMPs, AND OTHER EMPLOYEES**

The remuneration paid to the Directors, KMPs and employees of the Company is in accordance with its Nomination and Remuneration Policy formulated under Section 178 of the Act.

The Remuneration Policy of the Company has been formulated to create a high-performance culture in the Company. It enables the Company to attract, retain and motivate employees to achieve results. Our Business Model promotes customer centricity and requires employee mobility to address project needs. This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, KMPs and other employees of the Company. The Remuneration

Policy duly approved by the Board of Directors, is uploaded on the website of the Company. The web link to the Remuneration Policy is as under:

<http://www.dmrengineering.net/demo2/wp-content/uploads/2022/07/Remuneration-Policy.pdf>

## **14. NUMBER OF BOARD MEETINGS & COMMITTEE MEETINGS**

### **BOARD MEETINGS**

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company, apart from other statutory matters as required to be deliberated and approved by the Board. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director.

During the Period under Review, the Board of Directors met 16 times i.e. on April 05, 2021, April 08, 2021, April 15, 2021, May 31, 2021, June 25, 2021, July 20, 2021, August 21, 2021, September 30, 2021, October 04, 2021, October 12, 2021, October 30, 2021, November 16, 2021, December 03, 2021, December 18, 2021, January 07, 2022, March 26, 2022.

All the meetings were held with gap of less than 120 days.

### **AUDIT COMMITTEE**

In terms of the requirements of Section 177 of the Act, the Company has constituted the Audit Committee. The Committee inter alia reviews the Financial Statements before they are placed before the Board, related party transactions, the internal control system, reports of Internal Auditor and compliance of various Regulations.

As on March 31, 2022, the Committee consisted of Ms. Rachana Agrawal, Independent Director, Mr. Bangam Prasad Rao, Independent Director, Mr. Naresh Kumar Mathur, Non-executive Director of the Company. Ms. Rachana Agrawal acted as the Chairperson of the Committee.

During the Period under Review, one (1) meeting of the Audit Committee was held.

Due to change in the Board structure of the Company post March 31, 2022, the Committee

constitution has also changed and the same may be accessed under the head 'Corporate Information' forming part of the Annual report.

#### **NOMINATION AND REMUNERATION COMMITTEE**

In terms of the requirements of Section 178 of the Act, the Company has constituted the Nomination & Remuneration Committee. The Committee inter alia identifies persons who are qualified to become directors and who may be appointed in the senior management.

As on March 31, 2022, the Committee consisted of Mr. Banagam Prasad Rao, Independent Director, Mr. Janardan Choudhary, Independent Director, Mr. Naresh Kumar Mathur, Non-executive Director of the Company. Mr. Banagam Prasad Rao acted as the Chairperson of the Committee.

During the Period under Review, three (3) meetings of the Nomination & Remuneration Committee were held.

Due to change in the Board structure of the Company post March 31, 2022, the Committee constitution has also changed and the same may be accessed under the head 'Corporate Information' forming part of the Annual report.

#### **STAKEHOLDER RELATIONSHIP COMMITTEE**

In terms of the requirements of Section 178 of the Act, the Company has constituted the Stakeholders' Relationship Committee. The Committee inter alia reviews the grievance of the security holders of the Company and redressal thereof.

As on March 31, 2022, the Committee consisted of Mr. Janardan Choudhary, Independent Director, Ms. Rachana Agrawal, Independent Director, Mr. Naresh Kumar Mathur, Non-executive Director of the Company. Mr. Janardan Choudhary acted as the Chairperson of the Committee.

During the Period under Review, one (1) meeting of the Stakeholders' Relationship Committee was held.

Due to change in the Board structure of the Company post March 31, 2022, the Committee constitution has also changed and the same may be accessed under the head 'Corporate Information' forming part of the Annual report.

## **15. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Act, the Independent Directors in their meeting held on March 25, 2022 had evaluated the performance of Non-Independent Directors, Chairperson of the Company after considering the views of the Executive and Non-Executive Directors, Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

Further, the Board of Directors in its meeting held on March 26, 2022 carried out the performance evaluation of independent directors, and the individual directors of the Company which excluded the Director being evaluated.

Further, the Nomination and Remuneration Committee in its meeting held on May 18, 2022 had also carried out evaluation of performance of the Board, its committees and individual directors.

The Board of Directors expressed their satisfaction with the evaluation process.

## **16. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Corporate Social Responsibility are not applicable to the Company during the Period under Review.

## **17. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Directors had laid down adequate Internal Financial Controls which ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations for orderly and efficient conduct of its business.

The adequacy and effectiveness of internal financial controls of the Company has been regularly evaluated with regard to the following:

- i. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.
- ii. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of Financial Statements in conformity with Generally Accepted



Accounting Principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.

- iii. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
- iv. The existing assets of the Company are verified/checked at reasonable intervals and appropriate action is taken with respect to differences, if any.
- v. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

#### **18. DEPOSITS**

During the Period under review, the Company did not invite or accept any deposits from the public in terms of Chapter V of the Act.

Further, the details of exempted deposits accepted by the Company during the Period under review, has been provided in the financial statements of the Company.

#### **19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE ACT**

All related party transactions that were entered into during the Period under review, were on arm's length basis and in the ordinary course of business. No materially significant related party transactions which required the approval of members, were entered into by the Company during the Period under review. Further, all related party transactions entered into by the Company are placed before the Audit Committee for its approval.

The particulars of the contracts or arrangements entered into by the Company with related parties as referred to in Section 134(3)(h) read with section 188(1) of the Act and rules framed thereunder, in the **Form No. AOC-2** are annexed and marked

as **Annexure-I**.

#### **20. LOANS, GUARANTEE AND INVESTMENTS UNDER SECTION 186 OF THE ACT,**

The Company has not granted loans/provided guarantee/made investments under section 186 of the Act.

#### **21. STATUTORY AUDITORS**

During the Period under Review, M/s Kamal Lakhani and Associates, Chartered Accountants, the erstwhile statutory auditors of the Company resigned from the Company vide their resignation letter dated September 27, 2021. The Company on recommendation of Board of Directors at its Extra Ordinary General Meeting held on October 04, 2021 appointed M/s A Y & Company, Chartered Accountants, (Firm Registration No 020829C) as Statutory Auditors of the Company to hold the office till the conclusion of upcoming Annual General Meeting of the Company in terms of provisions of section 139(8) of the Act.

The Statutory Auditors have submitted their Report on the Financial Statements of the Company, which forms part of the Annual Report for the financial year ended March 31, 2022. The Auditor's Report read together with the notes to Accounts is self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

Further, the re-appointment of M/s. A Y & Company, Chartered Accountants for a term of 5 years will also be placed before the members for their approval in the upcoming Annual General Meeting.

The Statutory Auditors have given their consent for appointment and confirmed that they satisfy the criteria of independence, as required under the provisions of the Act and hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Members are requested to consider and if thought fit, to approve their appointment as the Statutory Auditors of the Company for a term of 5 years at the upcoming Annual General Meeting.

## 22. SECRETARIAL AUDITOR

The Board of Directors of the Company at its meeting held on March 26, 2022 had appointed M/s. Ramraj Thakur and Associates, Practising Company Secretaries, (Firm Unique Code S2022MP847900) as Secretarial Auditors of the Company for conducting the Secretarial Audit of the financial year ended March 31, 2022.

The Secretarial Auditors have submitted their report to the Board of Directors and the same is annexed herewith and marked as **Annexure-II**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. Further, the Secretarial Audit Report is self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

## 23. INTERNAL AUDITOR

The Board of Directors in its meeting held on March 26, 2022 had appointed Mr. Ramji Ram Yadav, Senior vice President of the Company as Internal Auditors for the financial year 2021-22 and 2022-23 to conduct the internal audit of the various areas of operations and records of the Company.

The periodic reports of the said internal auditors are regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies on the working of the various departments.

## 24. PARTICULARS OF EMPLOYEES AND REMUNERATION UNDER SECTION 197(12) OF THE ACT

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure-III**.

## 25. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information with respect to energy conservation, technology absorption and foreign earnings and outgo is annexed herewith as **Annexure-IV**.

## 26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the financial year 2021-22, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this report and marked as **Annexure-V**.

## 27. MAINTENANCE OF COST RECORDS

Your Company is not required to maintain cost accounting records as specified under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

## 28. VIGIL MECHANISM & WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 of the Act, the Company has framed a 'Whistle Blower Policy' to establish Vigil Mechanism for directors and employees to report genuine concerns within the Company. This policy provides a process to disclose information, confidentially and without fear of reprisal or victimization, where there is reason to believe that there has been serious malpractice, fraud, impropriety, abuse or wrong doing within the Company. The Company ensures that no personnel have been denied access to the Chairperson of the Audit Committee.

The Policy is available on the website of the Company at <http://www.dmrengineering.net/demo2/wp-content/uploads/2022/07/Whistle-Blower-Policy.pdf>

## 29. RISK MANAGEMENT

The Company has put in place a risk management policy in order to inter alia ensure the proper risk identification, evaluation, assessment, prioritization, treatment, mitigation, and monitoring. Further the risk management policy also provides a demarcation the role of the Board of Directors, and Audit Committee for the purpose effective Risk Management.

The Company follows a practice of identification of various risks pertaining to different businesses and functions of the Company, which may threaten its existence from time to time.



Major risks elements associated with the businesses and functions of the Company have been identified and are being addressed systematically through mitigating actions on a continuing basis.

The Audit Committee under the supervision of the Board, periodically review and monitor the steps taken by the Company to mitigate the identified risks elements.

### **30. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

### **31. FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Act, to the Audit Committee or the Board of Directors during the Period under review.

### **32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF YOUR COMPANY SINCE THE CLOSE OF FINANCIAL YEAR ENDED MARCH 31, 2022 AND TO THE DATE OF THIS REPORT**

There have been no other material changes and commitments affecting the financial position of the Company since the close of financial year ended March 31, 2022 and to the date of this report.

### **33. COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Company is in compliance with the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

### **34. ANNUAL RETURN**

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company for the financial year ended March 31, 2022 is available on the website of the Company at <https://dmrengineering.net/annual-report/>

The signed Annual Return shall be available on the website of the Company after the same is

filed with the Registrar of Companies.

### **35. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE**

During the period under review, there were no significant and material orders passed by any regulator/court/tribunal impacting the going concern status and the Company's operations in future.

### **36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company is committed to creating a safe and healthy work environment, where every employee, customer and other individual are treated with respect and are able to work without fear of discrimination, prejudice, gender bias or any form of harassment at workplace.

The Company has in place an Anti-Sexual harassment Policy in line with the requirements of the Sexual harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

### **37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

There was no such instance during the Period under review.

### **38. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

There was no such instance during the Period under review.

### **39. GREEN INITIATIVES**

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 13th Annual General Meeting of the Company including the Annual Report for the Financial year 2021-22 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

### **40. APPRECIATION AND ACKNOWLEDGEMENTS**

Your Board of Directors places on record its sincere thanks, appreciation and heartfelt gratitude for the continuing support of banks, vendors, clients, investors, Central Government, State Governments and other regulatory authorities who have wholeheartedly supported the Company in its prolific journey over more than 13 years.

Your Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company.

**For and on behalf of the Board of Directors  
DMR Hydroengineering and Infrastructures Limited**

**Subhash Chander Mittal  
Chairman & Managing Director  
DIN: 02861072**

**Neelam Mittal  
Whole-time Director  
DIN: 02861064**

**Place: Faridabad  
Date: 18.08.2022**

# Annexure-I

## Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

### 1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2022, which were not at arm's length basis.

### 2. Details of material contracts or arrangement or transactions at arm's length basis:

There were no material contracts or arrangements or transactions for the year ended 31st March, 2022. Thus this disclosure is not applicable.

**For and on behalf of the Board of Directors  
DMR Hydroengineering and Infrastructures Limited**

**Subhash Chander Mittal  
Chairman & Managing Director  
DIN: 02861072**

**Neelam Mittal  
Whole-time Director  
DIN: 02861064**

**Place: Faridabad  
Date: 18.08.2022**



# Annexure-II

Form No. MR-3

**SECRETARIAL AUDIT REPORT OF  
DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,  
The Members,  
DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED  
473 SECTOR-30, FARIDABAD, HR 121003 IN**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED (CIN: L74900HR2009PLC039823) ('hereinafter called the Company') for financial year ended to March 31, 2022 (hereinafter referred to as "the Audit Period"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management of the Company, we hereby report that in our opinion, the Company had during the Audit Period complied with the statutory provisions listed hereunder and also that the Company had proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed during the Audit Period and other records maintained by the Company for the Audit Period, according to the provisions of the following laws:
  - I. The Companies Act, 2013 and the Rules made there under and the applicable provisions of the Companies Act, 1956;
  - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
    - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the audit period under report:
- a. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - f. As informed and certified by the Management of the Company there are no other laws, which are specifically applicable to the Company based on their sector/ industry.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India during the Audit Period. The Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notices is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that as per the explanations given to us and the representations made by the management and relied upon by us, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

### **1. Increase in authorized share capital**

During the period under review, the authorized share capital of the Company was increased from Rs. 2,00,00,000 divided into 20,00,000 equity shares of Rs. 10/- each to Rs. 4,00,00,000 divided into 40,00,000 equity shares of Rs. 10/- each at the 12th Annual General Meeting held on September 25, 2021.

### **2. Issue of Bonus shares**

During the Period under Review, the Company had allotted 1,46,41,000 equity shares of Rs. 10/-each by way of bonus issue in the ratio of 1:1, and consequently, the paid up capital of the Company was increased to Rs. 2,92,82,000 divided into 29,28,200 equity shares of Rs. 10/- each at the 12th Annual General Meeting held on September 25, 2021.

### **3. Approved to carry out Initial Public Offering ('IPO') of the Company**

During the Period under Review, the Company had carried out the Initial Public Offering of its 9,96,000 equity shares comprising of fresh issue of 7,98,000 equity shares and offer for sale of 1,98,000 equity shares by Mr. Subhash Chander Mittal, Managing Director, for a cash price of Rs. 21/- each including a premium of Rs. 11/- each. Consequently, the paid up capital of the Company was increased to Rs. 3,72,62,000 divided into 37,26,200 equity shares of Rs. 10/- each.

**FOR RAMRAJ THAKUR & ASSOCIATES  
COMPANY SECRETARIES**

**DATE: 10.08.2022  
PLACE: SAGAR MP**

**RAMRAJ SINGH THAKUR  
PROPRIETOR  
ACS 51637 & CP 25239  
PEER REVIEW NO. – 1790/2022  
UDIN:A051637D000773215**

**This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.**



## **ANNEXURE – A**

**(To the Secretarial Audit Report of DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED for the financial year ended March 31, 2022)**

**To,  
The Members,  
DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED  
473, SECTOR-30, FARIDABAD HR 121003 IN**

Our Secretarial Audit Report for the financial year 31st March, 2022 is to be read along with this letter.

### **Management's Responsibility:-**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### **Auditor's Responsibility:-**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### **Disclaimer :-**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

**FOR RAMRAJ THAKUR & ASSOCIATES  
COMPANY SECRETARIES**

**DATE: 10.08.2022  
PLACE: SAGAR MP**

**RAMRAJ SINGH THAKUR  
PROPRIETOR  
ACS 51637 & CP 25239  
PEER REVIEW NO. – 1790/2022  
UDIN:A051637D000773215**

## Annexure-III

**A. Particulars of employees for the year ended March 31, 2022 as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014**

**i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 is as under:**

Sl. No.	Name of Director	Designation	Ratio of the remuneration of each director to the median remuneration of employees
1.	Mr. Subhash Chander Mittal	Chairman and Managing Director	1.86
2.	Ms. Neelam Mittal	Executive Director	1.16
3.	*Mr. Mukul Bahuguna	Executive Director	2.09
4.	**Mr. Dibyajyoti Sinha	Executive Director	2.09
5.	#Ms. Rachana Agrawal	Independent Director	0.25
6.	#Mr. Janardan Choudhary	Independent Director	0.40
7.	#Mr. Bangam Prasad Rao	Independent Director	0.40
8.	Mr. Naresh Kumar Mathur	Non-executive Director	0.40

\*ceased to be a director w.e.f. September 25, 2021.

\*\*ceased to be a director w.e.f. September 30, 2021.

#inducted as an Independent Director w.e.f. September 30, 2021.

**ii. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22:**

Sl. No.	Name of Director/KMP	Designation	% increase in Remuneration in the financial year 2021-22
1.	Mr. Subhash Chander Mittal	Chairman and Managing Director	Nil
2.	Ms. Neelam Mittal	Executive Director	25%
3.	*Mr. Mukul Bahuguna	Executive Director	27.46%
4.	**Mr. Dibyajyoti Sinha	Executive Director	27.46%
5.	#Ms. Rachana Agrawal	Independent Director	Not applicable
6.	#Mr. Janardan Choudhary	Independent Director	Not applicable
7.	#Mr. Bangam Prasad Rao	Independent Director	Not applicable
8.	Mr. Naresh Kumar Mathur	Non-executive Director	Not applicable
9.	##Mr. Bal Mukund Kumar	Chief Financial Officer	Not applicable
10.	***Mr. Mayank	Company Secretary and Compliance Officer	Not applicable

\*ceased to be a director w.e.f. September 25, 2021.

\*\*ceased to be a director w.e.f. September 30, 2021.

\*\*\*ceased to be the Company Secretary and Compliance Officer w.e.f. March 31, 2022.

#inducted as an Independent Director w.e.f. September 30, 2021.

##inducted as Chief Financial Officer w.e.f. September 30, 2021.

**iii. The percentage increase in the median remuneration of employees of the Company in the financial year:**

During the financial year 2021-22, the median remuneration of employees of the Company was decreased by 16.95%

**iv. The number of permanent employees on the rolls of Company:**

As on March 31, 2022, there were 38 permanent employees on the rolls of the Company.

**v. Average percentile of increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentile increase in salary of the Company's employee (other than the managerial personnel) during the financial year 2021-22 was approximately 5.38%.

Further, Average percentile increase in the managerial remuneration during the financial year 2021-22 was approximately -14.42%.



During the financial year 2021-22, there was no increase in the remuneration of Mr. Subhash Chander Mittal, Managing Director of the Company. Further, the decrease in total managerial remuneration for the financial year 2021-22 was due to change in the Board constitution in view of the Initial Public Offering of the equity shares of the Company on the SME exchange of BSE Limited.

**vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid during the year ended March 31, 2022 is as per the Remuneration Policy of the Company.

**B. 1. Particulars of employees for the year ended March 31, 2022 as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014**

The Company did not have falling under the ambit of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**Notes:**

1. Remuneration shown above includes salary, allowances, contribution to provident fund, and other perquisites as per the terms of employment.
2. All the employees have requisite experience to discharge the responsibility assigned to them.
3. Nature and terms of employment are as per resolution/appointment letter.
4. None of the employee, as referred under Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, owns 2% or more of the equity shares of the Company as on March 31, 2022.
5. Within the meaning of Section 2(77) of the Companies Act, 2013, Mr. Subhash Chander Mittal, and Ms. Neelam Mittal are the directors of the Company and are related to each other.

**For and on behalf of the Board of Directors  
DMR Hydroengineering and Infrastructures Limited**

**Subhash Chander Mittal  
Chairman & Managing Director  
DIN: 02861072**

**Neelam Mittal  
Whole-time Director  
DIN: 02861064**

**Place: Faridabad  
Date: 18.08.2022**

# Annexure IV

## A. Conservation of Energy

### i. the steps taken or impact on conservation of energy;

The Company is in a knowledge intensive industry, and does not operate industrial machinery, production facilities, or other such energy intensive operations. However, as a responsible corporate citizen, it continues to pursue and adopt appropriate energy conservation measures. During the 2nd wave of the COVID-19 Pandemic, the most of our Company employees and consultants were working from home, there was minimal or nil usage of energy at the office premises. We continuously seek to improve environmental performance by adopting and promoting use of energy-efficient and environment-friendly technologies. We shifted most of our IT infrastructure to the cloud to enable all our team members across geographies working in a hybrid model. We also extend this further to support our customers seamlessly from a remote work environment. This results again in considerable savings in terms of power usage at our offices.

We adopt measures to conserve energy by using energy-efficient computers and equipment with latest technologies, which would help in conservation of energy. Another simple way to have a huge impact on the environment is through reducing paper consumption, by turning paper documents into electronic ones and eliminating paper from workflows. By reducing paper usage, we create a direct impact on reducing the carbon footprint. Going paperless helps to reduce CO<sub>2</sub> (carbon dioxide) emissions.

We, at DMR, consciously choose to print only the important documents and avoid unnecessary paper consumption to further reduce the carbon footprint. Our approach is focused on delivering seamless digital experience and solutions to our customers with end-to-end capabilities spanning the digital lifecycle.

### ii. the steps taken by the company for utilising alternate sources of energy;

Since the energy usage is quite minimal, the Company has not taken any steps for utilising alternate sources of energy.

### iii. the capital investment on energy conservation equipments;

The Company does not require to make any capital investment on energy conservation equipments, since the energy usage is quite minimal.

## B. Technology Absorption

### i. The efforts made towards technology absorption;

During the period under review, our Company continued building technology in Zoho applications such as Zoho people, Zoho CRM, Zoho projects and Zoho inventory which help us to create own systems for knowledge management, note taking, data management, project management, Human resource etc. Customer relationship management (CRM) software which manage all our company's relationships and interactions with customers and potential customers, help us improve business relationships, stay connected to customers, streamline processes, and improve profitability. We use Engineering Software such as STAD Pro, RS2 (for Geo Technical Analysis), MIDAS (Solid Modeling & FEM Analysis), Auto CAD, Auto CAD LT, Civil 3D, Revit and Proprietary Software related to Geo Technical Engineering, Structural Engineering and various MS Office Tools including MS Project, PowerPoint, Excel and Word. Apart from the above, the company also uses Online Tools such as Google Drive, One Drive and other Cloud Computing Services. We believe that our technological

capabilities play a key role in helping us effectively manage our pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. Your Company also undertakes continuous quality improvement programs, training programs, deployment and use of tools and technologies for monitoring projects, etc., to help increase efficiencies and productivity.

**ii. The benefits derived like product improvement, cost reduction, product development or import substitution;**

Not applicable

**iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

S. No.	Description	Details
a)	the details of technology imported	The Rock science software was imported.
b)	the year of import,	Financial Year 2021-22
c)	whether the technology been fully absorbed;	Yes
d)	if not fully absorbed, areas where absorption has not taken place and reasons thereof	Not applicable

**iv. The expenditure incurred on Research and Development**

The research and development expenditure of the Company are insignificant and cannot be measured in monetary terms.

**C. Foreign Exchange Earnings and Outgo**

**i. Activities relating to exports, initiatives taken to increase exports; development of new export markets for services and export plans**

During the period under review, our Company has taken various initiatives to expand its presence into new geographies by engaging consultants and business partners and been successful in building visibility about our services and offering to key clients.

**ii. Foreign exchange earnings and outgo**

The details of foreign exchange earnings and outgo is as under:



<b>Particulars</b>	<b>Financial year 2021-22</b>	<b>Financial year 2020-21</b>
Earnings	Rs.44,48,738	Rs.7,95,473
Outgo	Rs.6,65,578	Nil

**For and on behalf of the Board of Directors  
DMR Hydroengineering and Infrastructures Limited**

**Subhash Chander Mittal  
Chairman & Managing Director  
DIN: 02861072**

**Neelam Mittal  
Whole-time Director  
DIN: 02861064**

**Place: Faridabad  
Date: 18.08.2022**

# Annexure-V

## Management Discussion and Analysis Report

### Overview of Global Engineering Consulting Services Market

Consulting Engineering services means the services from concept to commissioning and even thereafter for operation and maintenance of the asset that is built. It is a service which can be availed for the complete life cycle of the built asset. These services thus inter alia involve pre-feasibility studies, feasibility studies, basic studies, detailed engineering, project management, procurement assistance, construction monitoring/ supervision, inspection & expediting, testing and commissioning and where called for, operation and maintenance for all types of project to diverse nature of clients i.e. governments, lenders, private companies/ owners, industries, developers or contracting companies. The service providers apply laws of physics and principles of engineering in the design, development, and utilization of machines, materials, instruments, structures, processes, and systems.

The main types of engineering services are civil engineering services, environmental engineering services, construction engineering services, mechanical engineering services, and others engineering services. Civil engineering services encompass a wide range of activities including the planning, design, and construction of commercial and residential structures, transportation infrastructure such as roads, bridges, and railways etc., water distribution systems such as dams, sewers, and sewage treatment etc., environmental infrastructure such as landscaping, urban planning, parks etc., industrial infrastructure construction management, construction technology, and more. These services can be delivered through offshore and onsite model.

The global engineering services market is expected to grow from \$991.38 billion in 2021 to \$1383.41 billion in 2026. The engineering services market is expected to benefit from steady

economic growth in developed and developing countries. The growth in the engineering services market is mainly due to the companies rearranging their operations and recovering from the COVID-19 impact, which had earlier led to restrictive containment measures involving social distancing, remote working, and the closure of commercial activities that resulted in operational challenges.

### Engineering Consulting in India

During the COVID-19 Pandemic, the strategies which the infrastructure industry had adopted to provide their services now have become a standard practice. The ambitious growth story of India is being fueled by the infrastructure sector, which is also one of the main engines of the Indian economy. The government has been establishing policies that are effective in assuring the development of a sustainable, world-class infrastructure in the country because the country's overall development is largely dependent on its infrastructural capabilities. Highways, roads, railroads, metro, power, bridges, dams, construction of smart cities, water, and other public utilities are all part of India's infrastructure industry. India is currently one of the fastest growing economies in the world and many experts believe that India is perfectly poised to be the future global epicenter for engineering, manufacturing, tourism, services and other critical sectors.

The administration has come to the realization that the country's aim to become a dominant global economic superpower may be hindered by the current infrastructure. The government has committed to spending close to a trillion dollars on solid infrastructure development in order to overcome this problem. While the intention and the funds are truly laudable, what we will also need is, a veritable pool of specialists with rich experience and expertise who can deliver sustainable solution that will cater to the nation's infrastructure needs.

Engineering consultancy services is one of the those consultancy domains that has seen its importance growing, with the thrust on infrastructure services, especially in developing countries like India. Strong and consistent emphasis on self-reliance or *aatmanirbharata* in India's economic development programs over the years by the Government of India have enabled the country to build up a versatile cadre of professionals with expertise and skills across a vast and wide ranging spectrum of disciplines. A sizable part of this workforce makes up the country's growing consultancy sector which has been offering its accumulated experience and expertise at home and abroad

Engineering and technical consultancy services, as the term suggests, include a wide bouquet of premium services that are classified under pre-project, project execution and post-project, broadly covering functions such as project identification/ evaluation, environmental impact assessment, development/sourcing of technologies, preparation of feasibility reports, market studies, designing of projects, equipment procurement and erection, engineering design services, project management services, architectural/construction engineering services, project commissioning, operations and maintenance. The need for specialists with experience and expertise are required to offer sustainable solutions to Indian infrastructure needs.

In India, the demand for the aforementioned services is anticipated to soar, fostering the expansion of the consulting industry. As we all know, innovation is the engine of economic progress. It includes both the invention and commercialization of knowledge that is "new to the world" as well as the dissemination and assimilation of knowledge that is "new to the market." While "innovation" refers to eschewing traditional methods in favour of more practical and efficient modern alternatives, many working professionals, including consultants, need to upgrade their skills to meet the changing expectations.

The Govt. of India has reviewed the infrastructure projects in India recently and has given a Mega Push in Roads, Power, Coal, Civil Aviation, Railways Sectors, smart cities

development, Dams and water etc. by announcing multiple new projects which shall generate new challenges and opportunities for Consultants & Engineers to work upon, bringing in stellar innovations and creativity. With over 35% year on year increase in capex and a proposed infrastructure spend of over Rs. 10 lakh crore in Budget 2022-23, the Union government has reinforced its commitment to using infrastructure as a force multiplier for sustained economic growth. With the National Infrastructure Pipeline (2020-25) envisaging an investment of Rs 111 lakh crore, the target annual investment ranges between Rs 20-22 lakh crore.

With this continued increased focus on the infrastructure sector, the discipline of Engineering Consultancy Services, one of the many consultancy domains, is also witnessing massive demand, especially in developing countries like India. The Government's unwavering emphasis on self-reliance or *aatmanirbharata* in the socio-economic development of the country has enabled India to pool in a large and versatile cadre of professionals with expertise and skills across a vast and ramified spectrum of skillsets.

### **Company Overview**

DMR Hydroengineering and Infrastructure Limited is an emerging engineering and Infrastructure consulting company which has its presence in the domestic as well as global market. Our Company deals in Business to Business (B2B) category and caters to both domestic and international markets. Domestically, we have our presence across 11 states such as Uttar Pradesh, Himachal Pradesh, Delhi, Noida, Arunachal Pradesh, Uttarakhand, Telangana, Odisha, Maharashtra, Rajasthan, and Punjab. Internationally, we have executed assignments in around 5 countries namely Nepal, Nigeria, UAE, Germany and Senegal.



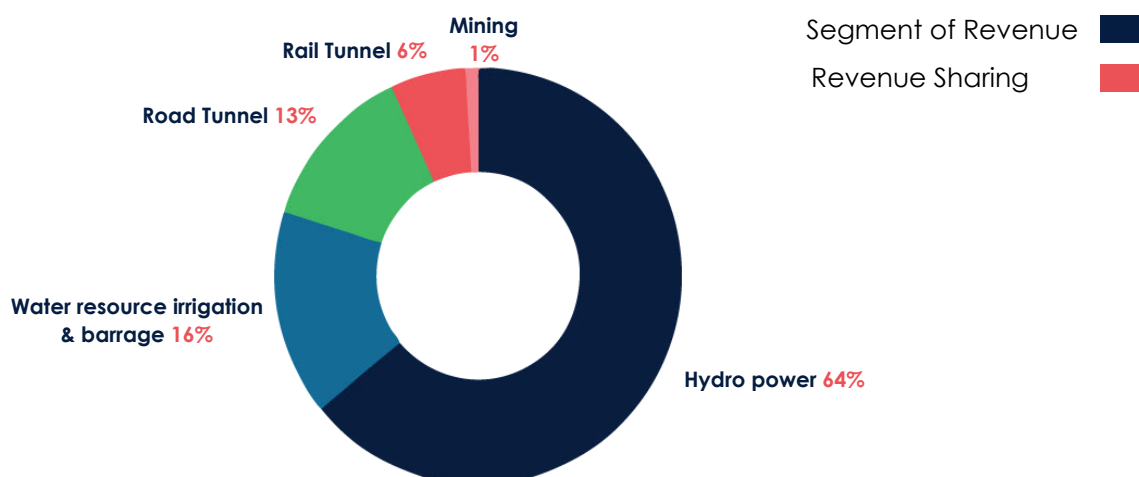
## DMR Service Portfolio

Our Company is engaged in the business of providing engineering consultancy and due diligence services to hydropower, dams, roads and railway tunnels etc. The services offered by our Company include entire life cycle of projects covering design & engineering, due diligence & regulatory, bid management & construction engineering and quality & inspection. Given below is the list of services offered by our Company:

<p><b>Design &amp; Engineering</b></p> <ol style="list-style-type: none"> <li>i. Topographical Surveys</li> <li>ii. Geotechnical Investigations</li> <li>iii. Geological Mapping</li> <li>iv. Feasibility Report</li> <li>v. Detailed Project Report</li> <li>vi. Hydrological Studies</li> <li>vii. Hydraulic Design of Structures</li> <li>viii. Hydraulic Model Studies</li> <li>ix. Geotechnical Design of Surface &amp; Underground Structures</li> <li>x. Structural Design and Analysis</li> <li>xi. Concrete Technology &amp; Grouting Technology</li> <li>xii. Numerical Analysis</li> <li>xiii. Instrumentation Analysis</li> <li>xiv. Detailed Design and Drawings</li> </ol>	<p><b>Bid Management &amp; Construction Engineering</b></p> <ol style="list-style-type: none"> <li>i. Tender documents and BOQ</li> <li>ii. Construction Planning &amp; Scheduling</li> <li>iii. Construction Management &amp; Method Statements</li> <li>iv. Design &amp; Engineering Support During Construction</li> <li>v. Billing, Rate Analysis and Cost Estimates</li> <li>vi. Contract Management &amp; Claims Management</li> <li>vii. Procurement Management</li> <li>viii. Project Management</li> <li>ix. Time Studies</li> <li>x. Project Commissioning</li> </ol>
<p><b>Quality &amp; Inspection</b></p> <ol style="list-style-type: none"> <li>i. QA/QC plans</li> <li>ii. Lab Testing</li> <li>iii. Quality Assurance at Site</li> <li>iv. Pre-dispatch Inspection</li> <li>v. Third Party Inspection</li> <li>vi. Compliance Audit</li> <li>vii. Dam Safety &amp; Inspections</li> </ol>	<p><b>Due Diligence &amp; Regulatory</b></p> <ol style="list-style-type: none"> <li>i. Strategic Advisory</li> <li>ii. Due Diligence Studies</li> <li>iii. Project Development Services</li> <li>iv. Impact Assessment, Monitoring &amp; Evaluation</li> <li>v. Regulatory Support and Assessment</li> <li>vi. Environment Studies</li> <li>vii. Health &amp; Safety</li> </ol>

## Segment-wise performance for Financial Year 2021-22

The segment wise performance of the Company for the financial year 2021-22 is provided below:



## **DMR's Competitive Advantage**

### **i. Experienced Management Team**

The Core management team of our organization has extensive technical experience and proven credentials in the area of our operations. The Managing Director and vice Presidents in the Company have more than three decades of technical expertise. Our Directors with their professional experience and unique insight in their respective areas, make a formidable team in guiding the Company.

### **ii. In-House design capability**

Our organization over the years has built in house capacity of reasonable scale to undertake designs of complex structure by training the young and agile talent and by giving them access to modern engineering softwares and practices.

Thus we have been able to meet with the unfulfilled demand of engineering designs for the customers projects within our areas of expertise.

### **iii. Extensive geographical reach**

We provide services to the clients at their projects located in different parts of India. In addition, we also serve our clients in Nepal, Nigeria, UAE, Germany and Senegal. Our wide geographical reach enriches our professional experience which helps us to serve our customers better.

### **iv. Good Employee Retention Rate**

Because of our friendly employee's policy and flexible work culture at our work place, we are able to retain our employees for longer tenure which helps us expanding our employee base constantly.

### **v. Increasing Customer Base**

Our customer base is expanding in a consistent manner, within and outside the country. We also get regular repeat work from our customers. This is helping us in getting more business in an effort less manner. This further helps us in avoiding red ocean situation, and feel bliss in blue ocean. Our margins have always been healthy.

### **vi. Adopting new Technologies**

Our company uses Zoho applications such as Zoho people, Zoho CRM, Zoho projects and Zoho inventory which help us to create own systems for knowledge management, note taking, data management, project management, Human resource etc. Customer relationship management (CRM) software which manage all our company's relationships and interactions with customers and potential customers, help us improve business relationships, stay connected to customers, streamline processes, and improve profitability. We use Engineering Software such as STAD Pro, RS2 (for Geo Technical Analysis), MIDAS (Solid Modeling & FEM Analysis), Auto CAD, Auto CAD LT, Civil 3D, Revit and Proprietary Software related to Geo Technical Engineering, Structural Engineering and various MS Office Tools including MS Project, PowerPoint, Excel and Word. Apart from the above, the company also uses Online Tools such as Google Drive, One Drive and other Cloud Computing Services. We believe that our technological capabilities play a key role in helping us effectively manage our pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. We intend to continue to acquire advanced technology systems to improve operating efficiencies, and strengthen our competitive position.

### **Outlook**

The outlook of the business of our Company is pretty much bullish. The order book of the Company is expanding. Our customer base is expanding and our order size is also increasing. Our targeted business for financial year 2022-23 is on right track even at the beginning of the financial year. There is possibility of exceeding our targeted revenues for financial year 2022-23. Further, the Company also has a steady growth in its international business, and the management is exploring new geographical area to expand its international business. Thus, we look forward to maintain right balance of domestic and international business. We are hiring more workspace for our expanding workforce. Our dedicated Human Resource (HR)

Department is on job in spotting new talent, training them and deploying them to the assignments from the customers. Our trained manpower strength is also increasing in tandem with our business growth. We are vigorously following work from home (WFH), flexible work place and decentralized working practices. Further, the Company is adding new work places in National Capital Region and at projects sites of our clients. The Company's focus on corporate governance has sharply increased after becoming a public listed company. We strive to practice the best ethical business environment in the Company.

### **Risks and Concerns**

Risk management is an important part of the Company's business strategy, and it is smoothly incorporated into all of the Company's activities. The aim of the Company's framework is to optimize the risk-return equation while also ensuring strict adherence to all current laws, rules, and regulations applicable to all the Company. The compliance function is an essential component of the Company's operations. DMR skilled compliance, audit, and risk management teams are critical in ensuring that all procedures adhere to the laws and regulations, not just in letter but also in spirit.

The Company has put in place a risk management policy in order to inter alia ensure the proper risk identification, evaluation, assessment, prioritization, treatment, mitigation, and monitoring by implementing an effective risk management framework. Further the risk management policy also provides a demarcation the role of the Board of Directors, and Audit Committee for the purpose effective Risk Management.

The Company follows a practice of identification of various risks pertaining to different businesses and functions of the Company, which may threaten its existence from time to time.

Major risks elements associated with the businesses and functions of the Company have been identified and are being addressed systematically through mitigating actions on a continuing basis. The Audit Committee under the supervision of the Board, periodically review and monitor the steps taken by the Company to mitigate the identified risks elements.

While The Company is committed to adopt proactive approach for risk management.

the major threats, concerns and challenges for the business of the Company are summarized as follows:

- i. A large part of our revenues are dependent on our limited number of clients, and the loss of any one of our major clients could significantly impact our business;
- ii. Intense competition in the market for technology services could affect our win rates and pricing, which could reduce our market share and decrease our revenues and our profits;
- iii. Our success depends largely upon our highly skilled technology professionals and our ability to hire, attract, motivate, retain and train these personnel;
- iv. Delayed payments of the clients effects the liquidity of the Company;
- v. Our reputation could be at risk and we may be liable to our clients for damages caused by cyber security incidents;
- vi. The markets in which we operate are subject to the risk of earthquakes, floods, tsunamis, storms, pandemics and other natural and manmade disasters. Further, the safety of our employees during site visits may be affected by untoward incidents beyond our control, impacting business continuity or reputation.

### **Internal Control Systems and their adequacy**

The company's internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets.

The Internal audit is being conducted to assess the adequacy of the internal controls procedures and processes, and their reports are reviewed by the Audit Committee of the Board. Policy and process corrections are undertaken based on inputs from the internal auditors.



### **Discussion on Financial Performance with respect to Operational Performance**

During the Financial year 2021-22, the Company witnessed a growth of 46.8% in revenue from operations i.e. from Rs. 243.26 Lakhs in the previous year to Rs. 357.02 Lakhs in the current year. Further, the net profit of the Company grew by 12.93% i.e. from Rs. 60.79 Lakhs in the previous year to Rs. 68.65 Lakhs in the current year.

The overall performance of the Company during financial year 2021-22, reinforces the effectiveness of the initiatives undertaken by the Company's Management leveraging better business opportunities.

### **Human Resources**

The Company believes that Human Resource is the most important resource at its organization which pushes the Company towards sustainable growth. The Company had a total workforce of 38 permanent employees as of 31st March 2022. The Company considers its human capital to be the most important asset and treats its people with respect and dignity in all situations. The team is a balanced mix of experience and

youth which allows a holistic approach to varied situations. Employee knowledge enrichment is a core value of the organization, and focus has been placed on training and development of the Company's human capital. The Company has an experienced and talented pool of employees who contribute to enhancing the business efficiency, devising strategies, setting up systems and responding to the evolving business needs.

The Company has embarked on various human resource activities to enhance the productivity of the workforce. The Company endeavors to provide a safe, conducive and productive work environment. The Company has hired talent at senior management level team across the functions for the next level of growth.

The Company has established a Whistleblower Policy that encourages directors and employees to report instances of unethical behavior, actual or suspected fraud, or violations of the code of conduct to the Company. This policy is aimed at maintaining DMR's employees' well-being and ensure that no one is victimized or harassed.





## Key Financial Ratios

S. No.	Description	March 31, 2022	March 31, 2021	Explanation for significant changes, if any
1.	Capital Turnover Ratio	1.05	1.37	The ratio has been decreased due to increase in the turnover of the Company.
2.	Debtors Turnover	2.30	1.95	Not applicable.
3.	Interest Coverage Ratio	62.88	409.65	Increase in borrowing during the year resulting into increase in finance cost.
4.	Current Ratio	10.46	6.63	Due to extended credit facility to debtors, current assets arisen and the ratio is increased.
5.	Debt Equity Ratio	0.14	-	The ratio has been increased due to availing fresh credit facilities from Bank.
6.	Operating Profit Margin (%)	26.20%	34.21%	This ratio is decreased due to IPO expenses and increase in the employ benefit expenses.
7.	Net Profit Margin (%)	19.42%	25.25%	This ratio is decreased due to IPO expenses and increase in the employ benefit expenses.
8.	Return on equity Ratio	16.94%	22.44%	This ratio has been decreased due to increase in share capital base with the same level of profitability.

## Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward-looking statements' within the meaning of applicable securities laws and regulations.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

## TO THE MEMBERS OF DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED

### OPINION

We have audited the accompanying Financial Statements of DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the year ended on March 31, 2022, the Statement Cash flow statement for the year ended & and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act & other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its Profit/(loss) and its cash flows for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the Financial Statements in accordance with the standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provision of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

S No.	Key Audit Matter
1.	<p><b>Assessment of Trade Receivables:</b></p> <p>The increasing challenges over the economy and operating environment in the IT industry during the year have increased the risks of default on receivables from the company's customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Based on historical default rates and overall credit worthiness of customers, management believes that no impairment allowance is required in respect of outstanding trade receivables as on March 31, 2022.</p> <p>For the purpose of impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the impairment charge.</p> <hr/> <p><b>Auditor Response to key Audit Matter:</b></p> <hr/> <p>Principal Audit Procedures:  We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> <li>• Tested the accuracy of aging of trade receivables at year end on a sample basis;</li> <li>• Obtained a list of outstanding receivables and assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers</li> <li>• Tested subsequent settlement of trade receivables after the balance sheet date on sample basis.</li> </ul> <p><b>Conclusion:</b>  We found the key judgement and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence.</p>

## **INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The company's board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the, Financial Statements and our Auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements to give a true and fair view of the financial position, financial performance, & cash flows of the Company in accordance with accounting standard & accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The board of directors are responsible for overseeing the company's financial reporting process.

## **AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:



- identify and assess the risks of material misstatements of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanation given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - (ii) The Company has made provision, as at March 31, 2022 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - (iii) The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2022.
  - (iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(v) No Dividend has been paid during the year 2021-22 by the company.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For A Y & Company**  
**Chartered Accountants**  
**FRN : 020829C**

**Arpit Gupta**  
**Partner**  
**M.NO. : 421544**  
**UDIN : 22421544AJDVOS5012**  
**Place : Faridabad**  
**Date : 18.05.2022**

# ANNEXURE “A” TO THE AUDITOR’S REPORT

## **Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act , 2013 ('The Act')**

We have audited the internal financial control over financial reporting of DMR Hydroengineering & Infrastructures Limited ('the company') as of 31st March, 2022 in conjunction with our audit of the financial statement of the company for the year ended on that date.

### **Management Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the standards on auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A Y & Company**  
**Chartered Accountants**  
**FRN : 020829C**

**Arpit Gupta**  
**Partner**  
**M.NO. : 421544**  
**UDIN : 22421544AJDVOS5012**  
**Place : Faridabad**  
**Date : 18.05.2022**

# ANNEXURE “B” TO THE AUDITOR’S REPORT

## **Referred to in Paragraph 2 Under “Report on Other Legal and Regulatory Requirements” of Our Report to the member of DMR Hydroengineering & Infrastructures Limited of Even Date**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- 1) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - a) • The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
    - The Company has maintained proper records showing full particulars of intangible assets.
  - b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) The title deeds of immovable properties are held in the name of the company.
  - d) The company has not revalued its Property, Plant & Equipment (including Right of use assets) or intangible assets during the year
  - e) No proceeding have been initiated or are pending against the company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
  - b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- 3) In our opinion the investments made by the company are prima facie, not prejudicial to the interest of the company. Further the company has not, provided any guarantee or security, granted any loans or advances in the nature of loans , secured or unsecured to companies, firms, LLP or other parties covered in register maintained under section 189 of the companies act 2013. Hence the question of reporting such loans are not prejudicial to the company's interest or whether the receipt of the principal amount and interest are regular and whether reasonable steps for recovery of overdues of such loan are taken, does not arise.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- 7) a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods & Service Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities and no statutory dues were outstanding as at 31st March, 2022 for a period of more than six months from the date they became payable except as followings:
- b) According to the information and explanation given to us, there are no dues of income tax, Goods & service tax & duty of customs outstanding on account of any dispute.
- 8) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 9) a) The Company has not defaulted in repayment of any loans or other borrowings from any lender.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) The term loans were applied for the purpose for which the loans were availed.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- 10) a) The Company has raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and the same has been applied for the purpose for which money was raised
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- 11) a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub section (12) of section 143 of the companies act has been filed in Form ADT-4 as prescribed under rule 13of companies (Audit and Auditors) Rules, 2014 with the central Government during the year and upto the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

- 12) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) a) In our opinion the company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- 15) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- 17) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- 18) During the year under review, there has been resignation of statutory auditors during the year & there were no issues, objections or concerns raised by the outgoing auditors which needed consideration by us.
- 19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- 21) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.



# NOTE 1 : SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

## A. COMPANY INFORMATION

Our company was incorporated as private limited Company under the name "DMR Hydroengineering & Infrastructures Private Limited" under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 15, 2009 issued Deputy Registrar of Companies, National Capital Territory of Delhi & Haryana. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on January 10, 2019 and consequently, the name of our Company was changed to DMR Hydroengineering & Infrastructures Limited and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Delhi on January 22, 2019. The Corporate Identification Number of our Company is U74900HR2009PLC039823. Subhash Chander Mittal and Neelam Mittal were the initial subscribers to the Memorandum of Association of our Company.

## B. SIGNIFICANT ACCOUNTING POLICIES

### 1. Accounting Convention

The financial statement are prepared under the historical cost convention on the "Accrual Concept" and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and rules made there under.

### 2. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues

and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

### 3. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

### 4. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine

the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

## 5. Depreciation

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

## 6. Investments

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

## 7. Inventories

Since we are in the business of providing services, so that we don't have any inventory.

## 8. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interest income is recognized on time proportion basis, when it is accrued and due for payment.

## 9. Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

## 10. Employee Benefits

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

## 11. Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

## Foreign Currency Translation

- a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate..
- b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

## 12. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

### C. NOTES ON ACCOUNTS

- The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not

necessarily be same as those appearing in the respective audited financial statements for the relevant years.

### 2. Post Employment Benefits:

Company has not valued its obligation related to Employment Benefits as per AS-15

### 3. Segment Reporting

The Company at present is engaged in the business of providing infrastructure services. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS -17 are not applicable to the Company.

### 4. Trade Payable Ageing Summary

31.03.2022

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	6.58	-	-	-	6.58
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2021

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	0.31	-	-	-	0.31
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

## 5. Trade Receivable Ageing Summary

Particulars	Outstanding for following periods from due date of payment / Invoice date					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>31.03.2022</b>						
(i) Undisputed Trade Receivable – considered good	115.95	11.60	42.14	7.70	-	177.39
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
<b>31.03.2021</b>						
(i) Undisputed Trade Receivable – considered good	107.43	10.14	-	12.93	-	130.50
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-

## 6. Accounting Ratios

S. No.	Particular	Numerator	March 31, 2022	March 31, 2021	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	10.46	6.63	Due to extended credit facility to Debtors , current assets arises & this ratio is increased significantly
		Current Liabilities			
(b)	Debt-Equity Ratio	Debt	0.14	-	This ratio is increased due to availing of fresh credit Facilities from Bank.
		Equity			
(c)	Return on Equity Ratio	Profit After Tax	16.94%	22.44%	This ratio is decreased due to increase in Share Capital Base with same level of Profitability.
		Average Shareholders Equity			



(d)	Trade Receivables turnover ratio (in times)	Net Credit Sales	2.30	1.95	Movement is not more than 25%, so that reason is not required to be disclosed.
		Average Trade Receivables			
(e)	Net capital turnover ratio (in times)	Turnover	1.05	1.37	This ratio is decreased due to increase in Turnover of the company significantly
		Working Capital			
(f)	Net profit ratio	Profit After Tax	25.74%	34.12%	This ratio is decreased due to increase in Employee Benefit Expenses & Other Expenses
		Total Sales			
(g)	Return on Capital employed	Operating Profit	0.18	0.27	This ratio is decreased due to increase in Share Capital Base with same level of Profitability.
		Total Capital Employed			
(h)	Return on investment	Profit After Tax	0.22	0.26	Movement is not more than 25%, so that reason is not required to be disclosed.
		Initial Value of Investments			

#### 7. Ageing Summary of Capital Work in Progress:

31.03.2022

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Project in Progress	-	-	-	-	-
(ii) Project temporarily Suspended	-	-	-	-	-

31.03.2021

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Project in Progress	-	50.63	-	-	50.63
(ii) Project temporarily Suspended	-	-	-	-	-

As per our report of even date

For and on behalf of the Board of Directors  
**DMR Hydroengineering & Infrastructures Limited**

#### For A Y & Company

Firm Registration No. 020829C  
Chartered Accountants

#### CA Arpit Gupta

Partner  
Membership No. 421544  
UDIN : 22421544AJDVO5012  
Place : Faridabad  
Date : 18.05.2022

#### Subhash Chander Mittal

Chairman Cum Managing Director  
DIN : 02861072

#### Bal Mukund Kumar

Chief Financial Officer

#### Neelam Mittal

Director  
DIN : 02861064

#### Ravinder Kumar

Company Secretary  
M. NO. A68152

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Balance sheet as at March 31, 2022

CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31 March 2022	31 March 2021
<b>I. Equity and Liabilities</b>			
<b>Shareholders Fund</b>			
Share Capital	2.1	372.62	146.41
Reserves & Surplus	2.2	132.25	159.09
		504.87	305.50
<b>Share Application Money Pending Allotment</b>		—	—
<b>Non-current liabilities</b>			
Long Term Borrowings	2.3	65.64	—
Deferred tax liabilities (Net)	2.4	0.69	—
Other Long Term Liabilities			
		<b>66.33</b>	—
<b>Current liabilities</b>			
Short Term Borrowings	2.5	5.29	—
Trade payables			
(a) total outstanding dues of micro and small enterprises	2.6	—	—
(b) total outstanding dues other than micro and small enterprises	2.6	6.58	0.31
Other current liabilities	2.7	2.72	9.66
Short term Provisions	2.8	21.41	21.58
		<b>36.00</b>	<b>31.56</b>
<b>Total</b>		<b>607.20</b>	<b>337.05</b>
<b>II. Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Property, Plant & Equipments	2.9	201.27	63.77
Intangible Assets	2.9	16.26	1.01
Capital WIP	2.9	—	50.63
Long Term Loans & Advances		—	—
Non Current Investments	2.10	10.55	12.01

Deferred Tax Assets		—	0.21
Other Non Current Assets	2.11	10.55	12.01
		<b>230.55</b>	<b>127.81</b>
<b>Current Assets</b>			
Investments	2.12	118.85	36.23
Inventories		—	—
Trade Receivables	2.13	117.39	103.50
Cash & Bank Balances	2.14	18.93	2.79
Short Term loans & advances	2.15	0.48	0.25
Other current Assets	2.16	61.01	39.47
		<b>376.66</b>	<b>209.24</b>
<b>Total</b>		<b>607.20</b>	<b>337.05</b>

Notes on significant accounting policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors  
**DMR Hydroengineering & Infrastructures Limited**

**For A Y & Company**

Firm Registration No. 020829C  
Chartered Accountants

**CA Arpit Gupta**

Partner  
Membership No. 421544  
UDIN : 22421544AJDVOS5012  
Place : Faridabad  
Date : 18.05.2022

**Subhash Chander Mittal**

Chairman Cum Managing Director  
DIN : 02861072

**Bal Mukund Kumar**

Chief Financial Officer

**Neelam Mittal**

Director  
DIN : 02861064

**Ravinder Kumar**

Company Secretary  
M. NO. A68152

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Standalone Statement of Profit and Loss for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31 March 2022	31 March 2021
<b>Income</b>			
Revenue from Operations	2.17	353.45	240.73
Other Income	2.18	3.57	2.53
<b>Total Income (I)</b>		<b>357.02</b>	<b>243.26</b>
<b>Expenses</b>			
Employee benefit expenses	2.19	106.67	70.03
Finance Cost	2.20	1.64	0.22
Depreciation & Amortization Expense	2.21	10.51	7.03
Other Expenses	2.22	147.23	83.85
<b>Total Expenses (II)</b>		<b>266.05</b>	<b>161.12</b>
<b>Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)</b>		90.97	82.15
Prior period items (Net)		—	—
<b>Profit/(Loss) before tax</b>		<b>90.97</b>	<b>82.15</b>
<b>Tax Expenses</b>			
Current Tax		21.41	21.58
Deferred Tax Charge		0.90	(0.22)
<b>Total Tax Expense</b>		<b>22.31</b>	<b>21.36</b>
<b>Profit/(loss) after tax</b>		<b>68.65</b>	<b>60.79</b>
<b>Earnings/(loss) Per Share</b>			
Basic (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.23	2.15	2.08
Diluted (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.23	2.15	2.08

Notes on significant accounting policies

The accompanying notes are an integral part of the financial statements.

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As per our report of even date

For and on behalf of the Board of Directors  
**DMR Hydroengineering & Infrastructures Limited**

**For A Y & Company**

Firm Registration No. 020829C  
Chartered Accountants

**CA Arpit Gupta**

Partner  
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# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

## Statement of Cash Flows for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

### Statement of Cash Flows for the period ended March 31, 2022

(Amount In Lakhs)

Cash flow statement as at	31 March 2022	31 March 2021
<b>Cash flow from operating activities</b>		
<b>Net Profit before tax and extraordinary items</b>	90.97	82.15
<b>Non-Cash adjustment to reconcile profit before tax to net cash flows</b>		
Depreciation	10.51	7.03
Interest Received	(3.42)	(2.53)
Finance Cost	(1.22)	—
<b>'Operating profit before Working Capital changes</b>	<b>99.27</b>	<b>86.64</b>
<b>Change in Working Capital</b>	<b>(69.34)</b>	<b>(34.46)</b>
Increase/(Decrease) in Trade Payables	6.27	(7.04)
Increase/(Decrease) in Other current Liabilities	(6.94)	(0.88)
Decrease/(Increase) in Trade receivables	(46.89)	(14.49)
Increase in Short Term Loans & Advances	(0.23)	3.00
Decrease/(Increase) in Other Current Assets	(21.54)	(15.05)
<b>Cash generated from operations</b>	<b>29.93</b>	<b>52.18</b>
Income Tax(Paid)/ Refund	(21.58)	(10.59)
<b>Net Cash flow from / (used in) Operating activities (A)</b>	<b>8.35</b>	<b>41.58</b>
<b>Cash Flow from/(used in) Investing Activities</b>		
Purchase of Fixed Assets	(112.63)	(19.81)
Purchase of Investments	82.62	(13.24)
Interest received	3.42	2.53
Decrease in Long Term Investments	1.46	—
Increase in Other Non Current Assets	(2.27)	(0.12)
<b>Net Cash (used in) investing activities (B)</b>	<b>(192.64)</b>	<b>(30.63)</b>
<b>Cash Flow from/ (used in) Financing Activities</b>		
Payment of Finance Cost	(1.22)	—
Repayment of Borrowings`	70.93	(15.00)
Proceeds from Equity Share Capital	79.80	—
Proceeds from Securities Premium (Net off IPO Expenses)	50.92	—
<b>Net Cash flow from / (used in) financing activities (C)</b>	<b>200.43</b>	<b>(15.00)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>16.14</b>	<b>(4.05)</b>
Cash and Cash Equivalents at the beginning of the year	2.79	6.84
<b>Cash and Cash Equivalents at the end of the year</b>	<b>17.93</b>	<b>2.79</b>
<b>Cash &amp; Cash Equivalents comprises of</b>		
Cash in Hand	1.06	0.35
Cash at Bank	17.87	2.44

Notes on significant accounting policies

The accompanying notes are an integral part of the financial statements.

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As per our report of even date

For and on behalf of the Board of Directors  
**DMR Hydroengineering & Infrastructures Limited**

**For A Y & Company**

Firm Registration No. 020829C  
Chartered Accountants

**CA Arpit Gupta**

Partner  
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Director  
DIN : 02861064

**Ravinder Kumar**

Company Secretary  
M. NO. A68152

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

## Share Holder Funds

(Amount In Lakhs)

2.1. Share Capital	31 March 2022	31 March 2021
<b>Authorised Shares</b> 40,00,000 Equity Shares of Rs. 10 Each (Previous Year 20,00,000 Equity Shares of Rs. 10 Each)	400	200.00
<b>Issued Shares</b> 37,26,200 Equity Shares of Rs. 10 Each (Previous Year 14,64,100 Equity Shares of Rs. 10 Each)	372.62	146.41
<b>Subscribed &amp; Paid up Shares</b> 37,26,200 Equity Shares of Rs. 10 Each (Previous Year 14,64,100 Equity Shares of Rs. 10 Each)	372.62	146.41
<b>Total Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>372.62</b>	<b>146.41</b>

## A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	'FY 2021-22		'FY 2020-21	
	Number	Issued Capital (Rs.)	Number	Issued Capital (Rs.)
Shares outstanding at the beginning of the year	14.64	146.41	14.64	146.41
Shares Issued during the year	22.62	226.21	—	—
Shares bought back during the year	—	—	—	—
<b>Shares outstanding at the end of the year</b>	<b>37.26</b>	<b>372.62</b>	<b>14.64</b>	<b>146.41</b>

## B. Shares in the company held by each shareholder holding more than 5 % shares specifying the number of shares held

Particulars	'FY 2021-22		'FY 2020-21	
	Number	% of Holding	Number	% of Holding
Sh. Subhash Chander Mittal	10.90	29.25%	6.44	17.28%
Mrs. Neelam Mittal	12.88	34.57%	6.44	17.28%
Mr. Divay Mittal	1.61	4.32%	0.81	2.16%
Ms. Deepika Mittal	1.61	4.32%	0.81	2.16%

<b>C. Shares held by holding/ultimate holding company and/or their subsidiaries/associates</b>
There is no Holding Company of DMR Hydroengineering & Infrastructure Limited
<b>D. Shares with rights preferences and restrictions attaching to each class including restriction on distribution of dividend and repayment of capital</b>
Equity shares
The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

#### E. Shareholding of Promoters

Shares Held by Promoters at the end of year	'2021-22			'2020-21		
	No. of Shares	% of Shares	% Change during the year	No. of Shares	% of Shares	% Change during the year
Sh. Subhash Chander Mittal	10.90	29.25%	69.25	6.44	17.28%	—
Mrs. Neelam Mittal	12.88	34.57%	100.00	6.44	17.28%	—

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

## SHAREHOLDERS FUND

(Amount In Lakhs)

2.2. Reserves & Surplus	31 March 2022	31 March 2021
<b>A. Security Premium</b>		
Opening balance	—	—
Add: Additions during the Period	87.78	—
Less: Utilized for IPO Expenses	36.86	—
	50.92	—
<b>B. Surplus</b>		
Opening balance	159.09	89.89
(+) Net Profit/(Net Loss) For the current year	68.65	60.79
(-) Appropriation	(146.41)	8.41
	81.33	159.09
<b>Total Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>132.25</b>	<b>159.09</b>

## LONG TERM BORROWINGS

2.3. Long Term Borrowings	31 March 2022	31 March 2021
Housing Development Finance Corporation Ltd	65.64	—
<b>Total</b>	<b>65.64</b>	<b>—</b>

2.4. Deferred Tax Liabilities	31 March 2022	31 March 2021
Opening Balance of Deferred Tax Liabilities	(0.21)	0.01
Addition during the year	0.90	(0.22)
<b>Total</b>	<b>0.69</b>	<b>(0.21)</b>



## Current liabilities

<b>2.5. Short Term Borrowings</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Bank Overdraft	0.06	—
Current Maturities of Long Term Debt	5.23	—
<b>Total</b>	<b>5.29</b>	<b>—</b>

<b>2.6. Trade Payables</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Trade Payables		
Micro, Small & Medium Enterprises	—	—
Other than Micro, Small & Medium Enterprises	6.58	0.31
<b>Total</b>	<b>6.58</b>	<b>—</b>

### 2.3.1 Disclosure in respect of amount due to Micro, Small & Medium Enterprises:

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31st March 2022 has been made in the financials statements based on information received and available with the Company as on date of financials. The Company has not received any claim for interest from any supplier under the said Act.

<b>2.7. Other Current Liabilities</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Unpaid Audit Fees	—	0.40
EDLI Contribution	0.00	0.00
TDS Payable	1.06	0.42
Other Expenses Payable	0.29	1.01
GST Payable	0.79	7.61
EPF Payable	0.15	0.19
Electricity Charges Payable	0.07	—
Imprest	0.35	0.01
<b>Total</b>	<b>2.72</b>	<b>9.66</b>

<b>2.8. Short Term Provisions</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Provision for Income Tax Current Year	21.41	21.58
<b>Total</b>	<b>21.41</b>	<b>21.58</b>

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

NON CURRENT ASSETS		(Amount in Lakhs)									
		Gross Block			Accumulated Depreciation				Net Block		
Particulars	Balance as at 01st Apr 2021	Additions	Deletion/Sale	Balance as at 31 March 2022	Balance as at 01st Apr 2021	Depreciation charge for the period	Deletion-Sale /Loss	Balance as at 31 March 2022	Balance as at 01st Apr 2021	Balance as at 31 March 2022	
<b>2.9. Property, Plant &amp; Equipments</b>											
<b>A. Property Plant &amp; Equipment Tangible</b>											
Land	25.20	—	—	25.20	—	—	—	—	25.20	25.20	
Building	26.15	138.78	—	164.93	1.18	3.89	—	5.07	24.98	159.86	
Plant & Machinery	1.28	0.17	—	1.45	0.60	0.19	—	0.79	0.68	0.66	
Computer & Data Processing Units	16.02	4.34	—	20.36	13.67	1.94	—	15.61	2.35	4.75	
Electrical Equipments & Intallation	0.18	0.80	—	0.99	0.09	0.18	—	0.27	0.09	0.71	
Furniture & Fixtures	3.04	1.41	—	4.44	1.59	0.52	—	2.11	1.44	2.33	
Lab Equipments	8.08	—	—	8.08	0.30	2.01	—	2.32	7.77	5.76	
Office Equipments	3.43	25.20	—	5.24	2.18	1.07	—	3.26	1.25	1.99	
<b>Total A</b>	<b>83.39</b>	<b>147.31</b>	—	<b>230.70</b>	<b>19.62</b>	<b>9.80</b>	—	<b>29.42</b>	<b>63.77</b>	<b>201.27</b>	
<b>B. Intangible Assets</b>											
Softwares	3.65	15.95	—	19.60	2.64	0.70	—	3.34	1.01	16.26	
<b>Total B</b>	<b>3.65</b>	<b>15.95</b>	—	<b>19.60</b>	<b>2.64</b>	<b>0.70</b>	—	<b>3.34</b>	<b>1.01</b>	<b>16.26</b>	
<b>C. Capital Work in Progress</b>											
LV Project Flat	50.63	88.15	138.78	—	—	—	—	—	50.63	—	
<b>Total C</b>	<b>51</b>	<b>88</b>	<b>139</b>	—	—	—	—	—	<b>51</b>	—	
<b>Grand Total</b>	<b>138</b>	<b>251</b>	<b>139</b>	<b>250</b>	<b>22</b>	<b>11</b>	—	<b>33</b>	<b>115</b>	<b>218</b>	

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

## OTHER NON-CURRENT ASSETS

(Amount In Lakhs)

2.10. Non current Current Investments	31 March 2022	31 March 2021
Fixed Deposits	10.55	12.01
<b>Total</b>	<b>10.55</b>	<b>12.01</b>

2.11. Non Current Assets	31 March 2022	31 March 2021
BSE Security Deposit	2.09	—
Security Deposit	0.37	0.19
<b>Total</b>	<b>2.46</b>	<b>0.19</b>

## CURRENT ASSETS

(Amount In Lakhs)

2.12. Current Investments	31 March 2022	31 March 2021
Fixed Deposits	118.85	36.23
<b>Total</b>	<b>118.85</b>	<b>36.23</b>

2.13. Trade Receivables	31 March 2022	31 March 2021
<b>Unsecured, Considered good</b>		
<b>Debts outstanding other than Related Parties for a period:</b>		
Outstanding for a period more than six months	61.44	23.07
Outstanding for a period less than six months	115.95	107.43
<b>Total</b>	<b>177.39</b>	<b>130.50</b>

2.14. Cash and Bank Balances	31 March 2022	31 March 2021
<b>Cash &amp; Cash Equivalent</b>		
Balance with Banks in current Accounts	17.87	2.44
Cash on hand	1.06	0.35
<b>Total</b>	<b>18.93</b>	<b>2.79</b>

<b>2.15. Short Term Loans &amp; Advances</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Advance to Suppliers	0.29	0.15
Advance to Employee Imprest	0.05	0.10
TDS Recoverable from Vendor	0.14	
<b>Total</b>	<b>0.48</b>	<b>0.25</b>

#### **2.15.1 Loans & Advances granted to Promoter, Director, KMP & Related Parties**

<b>Type of Borrower</b>	<b>Amount of Loan</b>	<b>Percentage of Total Loan &amp; Advances in the nature of loan</b>
Promoters	—	—
Directors	—	—
KMPS	—	—
Related Parties	—	—

<b>2.16. Other Current Assets</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
TDS Recoverable	33.89	16.68
Advance Income Tax	8.00	16.00
Earnest Money	1.18	0.06
Income Tax Refundable	12.63	—
GST Recoverable	5.31	6.73
<b>Total</b>	<b>61.01</b>	<b>39.47</b>

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

<b>2.17. Revenue From Operations</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>Sale of Services</b>		
Export	101.85	70.55
Domestic	251.59	170.18
<b>Total</b>	<b>353.45</b>	<b>240.73</b>
<b>2.18. Other Income</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Interest Received	3.42	2.53
Other Incomes	0.15	0.00
<b>Total</b>	<b>3.57</b>	<b>2.53</b>
<b>2.19. Employee Benefits Expenses</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Director Remuneration	16.07	21.46
Salary Expenses	86.54	46.40
Staff Welfare Expenses	2.96	0.82
EPF Employer	1.11	1.35
<b>Total</b>	<b>106.67</b>	<b>70.03</b>



# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

<b>2.20. Finance Cost</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Finance Cost	1.22	-
Bank Charges	0.42	0.22
<b>Total</b>	<b>1.64</b>	<b>0.22</b>

<b>2.21. Depreciation &amp; Amortization</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Depreciation Expenses	10.51	7.03
<b>Total</b>	<b>10.51</b>	<b>7.03</b>

<b>2.22. Other Expenses</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Audit Fees	1.25	0.40
Consultancy Charges	67.20	43.29
Printing & Stationary Exp	1.01	0.50
Electricity Expenses	0.88	0.79
Repairs & Maintenance Expenses	13.12	1.29
Professional Charges	0.55	2.52
Travelling & Conveyance Expenses	20.44	8.49
Freight Charges	0.02	0.56
Telephone Expenses	0.93	0.44
Interest on Tax	0.00	0.72
Insurance Expenses	0.52	0.27
Bad Debts	5.30	10.90
Diwali Expenses	0.09	0.12
Foreign Exchange Difference	1.24	0.30
ROC Charges	-	0.23
Interenet Charges	-	0.30
Sales Promotion	-	0.18
Postage & Courier	0.10	0.02
Income Tax Expenses	0.06	-
Directors Sitting Fees	4.70	-
General Expenses	-	0.02
Technical Support Services Expenses	6.42	-
Rates & Taxes	1.27	-
Processing Charges	0.13	-
Site Team Expenses	6.40	-
Water Charges	0.05	0.03
Subscription Expenses	0.13	0.37
Short & Excess	0.00	0.02

Tender Expenses	1.40	0.12
License Fees	-	0.56
NSE Expenses	-	0.05
Misc. Expenses	0.81	1.09
Retainership Charges	1.85	-
Rent Expenses	2.40	-
Website Expenses	-	0.94
Statutory Fees	1.99	-
Certificate Charges	-	0.02
IPO Ceremony Expenses	0.68	-
Reimbursement Expenses	2.21	-
Office Expenses	1.40	0.12
Other expenses	3.57	0.37
<b>Total</b>	<b>147.23</b>	<b>83.85</b>

(Amount in Lakhs)

<b>2.23. Earnings Per Share</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Profit/(Loss) after tax as per Statement of Profit and Loss	68.65	60.79
Weighted average number of equity shares in calculating basic EPS	31.86	29.28
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	2.15	2.08
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	2.15	2.08

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

## 2.23 Related Party Disclosures- AS-18

Relationship with Related party	Name of related parties	
Key Managerial Personnel	Subhash Chander Mittal	
Key Managerial Personnel	Neelam Mittal	
Key Managerial Personnel	Mukul Bahuguna	
Key Managerial Personnel	Dibyajoti Sinha	
Associate Concern	DM Consulting Engineers Private Limited	
Associate Concern	M R Foundation	
<b>Transactions with Related Party:-</b>		
<b>(Amount in Lakhs)</b>		
Name of the Party	31 March 2022	31 March 2021
<b>Director Remuneation</b>		
Subhash Chander Mittal	6.00	6.00
Neelam Mittal	3.75	3.00
Mukul Bahuguna	3.16	5.28
Dibyajoti Sinha	3.16	4.97
<b>Rent Expenses</b>		
Subhash Chander Mittal	2.40	-
<b>Consulting Services</b>		
DM Consulting Engineers Private Limited	8.74	7.67
MR Foundation	-	1.00

## Closing Balance with related parties:-

Name of the Party	31 March 2022	31 March 2021
<b>NIL</b>		

# DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2022

CIN No: L74900HR2009PLC039823

## 2.24 Other disclosures

### (a) Remuneration to Directors

Particulars	31 March 2022 (Amount in Lakhs)	31 March 2021 (Amount in Lakhs)
Salary including Variable Pay	16.07	21.46
<b>Total</b>	<b>16.07</b>	<b>21.46</b>

- (b) As per the best estimate of the management, there is no capital commitment and contingent liability exists as on the date of the financial statement.
- (c) Disclosures required under mandatory accounting standards & Schedule III are given to the extent applicable and possible.
- (d) Additional information as required by para 5 of General Instructions for preparation of Statement of Profit and Loss (other than already disclosed above) are either Nil or Not Applicable.
- (e) Previous year figures are regrouped or rearranged wherever considered necessary.
- (f) Figures have been rounded off to the nearest Lakhs

Notes on significant accounting policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date

### For A Y & Company

Firm Registration No. 020829C  
Chartered Accountants

### CA Arpit Gupta

Partner  
Membership No. 421544  
UDIN : 22421544AJDVOS5012  
Place : Faridabad  
Date : 18.05.2022

For and on behalf of the Board of Directors  
**DMR Hydroengineering & Infrastructures Limited**

### Subhash Chander Mittal

Chairman Cum Managing Director  
DIN : 02861072

### Bal Mukund Kumar

Chief Financial Officer

### Neelam Mittal

Director  
DIN : 02861064

### Ravinder Kumar

Company Secretary  
M. NO. A68152

# DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED

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

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

Website: www.dmrengineering.net, CIN: L74900HR2009PLC039823

## NOTICE

Notice is hereby given that the 13 th Annual General Meeting ("AGM") of the Members of DMR Hydroengineering and Infrastructures Limited for the financial year ended March 31, 2022 will be held on Tuesday, September 27, 2022 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 read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively read with General Circular No. 02/2022 dated May 05, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other applicable circulars to transact the following businesses:

### ORDINARY BUSINESSSES

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of Rs. 0.10/- each for the financial year ended March 31, 2022.
3. To appoint a director in place of Mr. Neelam Mittal (DIN: 02861064), who retires by rotation and being eligible, offers herself for re-appointment.
4. **To appoint M/s. A Y & Co., Chartered Accountants, having Firm Registration No. 020829C as the Statutory Auditors of the Company for term of five consecutive years and fix their remuneration**

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

**RESOLVED** that pursuant to Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and other applicable laws, and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint M/s. A Y & Co., Chartered Accountants, having Firm Registration No. 020829C as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting to be held in the year 2026 at a remuneration of Rs. 1,25,000 per annum plus applicable taxes for conducting the statutory audit, and reimbursement of out-of-pocket expenses incurred in this connection.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorize to modify the terms and conditions including not limited to remuneration of the statutory auditors, based on the recommendation of the Audit 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.



## SPECIAL BUSINESSES

### 5. Appointment of Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) 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 allied rules made 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 and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) who was appointed as an additional director in the capacity of Independent Director and who shall hold office up to the date of the 13th annual general meeting, as an Independent Director of the Company, not liable to retire by rotation, who is eligible for appointment, for a term of 5 (five) consecutive years with effect from May 18, 2022 till May 17, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) 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), 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. Appointment of Mr. Surajit Dutta (DIN: 06687032) as Non-executive 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 152, 160 and other applicable provisions of the Companies Act, 2013 ("Act") and the allied rules made 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 and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Surajit Dutta (DIN: 06687032) who was appointed as an additional director in the capacity of Non-executive Director and who shall hold office up to the date of the 13th annual general meeting, as Non-executive Director of the Company, liable to retire by rotation, with effect from May 18, 2022.

RESOLVED FURTHER THAT Mr. Subhash Chander Mittal (DIN: 02861072), 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. Re-appointment of Ms. Neelam Mittal, (DIN: 02861064) as a Whole-time Director

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, Audit Committee and Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of Ms. Neelam Mittal (DIN: 02861064) as a Whole-time Director of the Company for a period of 3 years, with effect from October 01, 2022 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 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 Ms. Neelam Mittal, 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), 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."

#### **8. Approval for change in designation of Mr. Bangam Prasad Rao (DIN: 09335571)**

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

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee, Audit Committee, and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the change in designation of Mr. Bangam Prasad Rao (DIN: 09335571) from Independent Director to the Non-executive Non-independent Director of the Company, with effect from May 18, 2022.

RESOLVED further that Mr. Subhash Chander Mittal (DIN: 02861072), Managing Director, Ms. Neelam Mittal (DIN:02861064), Whole-time Director, the Chief Financial Officer and the Company Secretary 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. Approval of charges for service of documents on the shareholders:**

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

"RESOLVED that pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

“RESOLVED further that for the purpose of giving effect to this resolution, Mr. Subhash Chander Mittal (DIN: 02861072), the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**By order of the Board  
For DMR Hydroengineering and Infrastructures Limited**

**Place: Faridabad  
Date: August 18, 2022**

**Ravinder Kumar  
Company Secretary and Compliance Officer  
Membership No. A68152**

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2022 dated May 05, 2022 read with General Circular No. 20/2020, 14/2020 and 17/2020 dated May 05, 2020, April 08, 2020 and April 13, 2020 respectively (collectively referred to as "MCA Circulars") and SEBI has vide its Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 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") 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 2021-22 and Notice of the 13th 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.dmrengineering.net](http://www.dmrengineering.net), website of the Stock Exchange i.e. BSE Limited at [www.bsesme.com](http://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 29, 2022 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 13th 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 13th 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](mailto:sehgal@bsaadvisory.in) with a copy marked to [evoting@nsdl.co.in](mailto: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, 2022, as recommended by the Board, if approved at the AGM will be credited/dispached 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 20, 2022. 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,

12. 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 [dmr@dmrengineering.net](mailto:dmr@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](mailto:info@skylinerta.com), Tel.: 011-26812682, 40450193 to 97 Website: [www.skylinerta.com](http://www.skylinerta.com)) for reply to their queries/redressal of complaints, if any, or contact Mr. Ravinder Kumar, Company Secretary & Compliance Officer at the Registered Office of the Company (Phone No.: Tel: +91 129 4360445; Email: [dmr@dmrengineering.net](mailto:dmr@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 13th AGM along with requisite documents and the Annual Report for the financial year 2021-22 shall also be available on the Company's website [www.dmengineering.net](http://www.dmengineering.net). Further, the draft letter of appointment of Mr. Dahyalal Prajapati as an Independent Director setting out the terms and conditions of his appointment and notices received under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting. Members seeking to inspect such documents can send an email to [dmr@dmengineering.net](mailto:dmr@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 Saturday, September 24, 2022.
  - (ii) End of remote e-voting: Up to 5.00 p.m. IST of Monday, September 26, 2022.

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 20, 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2. f you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

	<p>e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<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 &amp; 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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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.
4. 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 :**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 who hold shares in demat account with CDSL.	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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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. 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](mailto:sehgal@bsaadvisory.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM 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 link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 dmr@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 dmr@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 20, 2022 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.dmrrengineering.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.

**By order of the Board  
For DMR Hydroengineering and Infrastructures Limited**

**Ravinder Kumar  
Company Secretary and Compliance Officer  
Membership No. A68152**

**Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and other applicable provisions**

**Resolution at Item No. 4**

**APPOINTMENT OF M/S. A Y & CO., CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY FOR TERM OF FIVE CONSECUTIVE YEARS AND FIX THEIR REMUNERATION**

M/s. A Y & Co., Chartered Accountants, having Firm Registration No. 020829C were appointed as the statutory auditors of the Company up to the conclusion of the 13th Annual General Meeting of the Company, consequent to the resignation of M/s Kamal Lakhani and Associates, the existing statutory auditors w.e.f September 27, 2021.

Subsequently, at the Meeting held on August 18, 2022, the Board of Directors have recommended the appointment of M/s. A Y & Co., Chartered Accountants, as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting to be held in the year 2026, subject to the approval of the Members. In view of the Board of Directors and the Audit Committee, M/s. A Y & Co., Chartered Accountants, has good experience in conducting the statutory audit of the listed entities. M/s. A Y & Co., also hold a valid peer review certificate as required under the provisions of SEBI Listing Regulations.

Your Directors recommend the Resolution set out in Item No. 4 as an Ordinary Resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

**Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations**

Proposed fees payable to the statutory auditor(s)	Rs. 1,25,000 per annum plus applicable taxes for conducting the statutory audit, and reimbursement of out-of-pocket expenses incurred in this connection.
Terms of appointment	Appointment for term of five consecutive years, who shall hold office from the conclusion of this 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting to be held in the year 2026.
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No material changes. The audit fees commensurate with the size of the Company, audit coverage and scope of work.
Basis of recommendation for appointment including the details in relation to	Given the nature, and size of Company's operations, it is required to have competent audit firm. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.

<p>Credentials of the statutory auditor(s) proposed to be appointed.</p>	<p>A Y &amp; Company is Practicing Chartered Accountant Firm based out of Jaipur, Rajasthan having Firm Registration No. 020829C since September, 2015. The Firm has been managed by three partners who hold multiple academic &amp; professional qualifications with wide range of knowledge and experience. The Firm offers multiple services in audit &amp; assurance, direct/indirect taxation, company law -advisory services, accounting services, international taxation, project consultancy, legal and procedural compliance relating to securities laws, services to Banks / Financial Institutions.</p>
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### Resolution at Item No. 5

The Nomination and Remuneration Committee and the Board of Directors of the Company in their meetings dated April 20, 2022 and May 18, 2022 respectively recommended the appointment of Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) as an additional director in the capacity of Independent Director, and subsequently, as independent director not liable to retire by rotation, for a term of five years with effect from May 18, 2022.

Mr. Prajapati, MBA (Finance) is a high achieving individual and an enthusiastic learner who has a keen interest in finance. In his career spanning, he has well rounded experience in business management - from managing business strategies to managing operations to providing board-level oversight & governance. He is passionate about helping SME and Start-up mentoring. His area of ability and oversight includes credit analysis, equity research, corporate finance, investment banking and IT industry. He has spent 15 years in corporate organizations like BSE India, CARE Ratings, Marwadi Shares and Finance and CRISIL Limited.

Mr. Prajapati 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 and also received a declaration to the effect that he 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 Mr. Prajapati 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. Prajapati is a person of integrity and has relevant experience and expertise to be appointed as Independent Director of the Company for the aforesaid term. Mr. Prajapati 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.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014, the name of Mr. Prajapati has been included in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs ('Institute'), and he has also passed the online proficiency self-assessment test conducted by the Institute on October 12, 2021.

A draft letter of appointment of Mr. Prajapati as an Independent Director setting out the terms and conditions of his 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://dmengineering.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 resolutions set forth in Item No. 5 for the approval of Members by way of an Ordinary Resolution.

Save and except Mr. Dahyalal Bansilal Prajapati 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 mentioned at Item No. 5 of the Notice.

#### **Resolution at Item No. 6**

The Nomination and Remuneration Committee and the Board of Directors of the Company in their meetings dated April 20, 2022 and May 18, 2022 respectively recommended the appointment of Mr. Surajit Dutta (DIN: 06687032) as an additional director in the capacity of Non-executive Director and subsequently, as Non-executive Director with effect from May 18, 2022.

Mr. Dutta, is a member of the Institute of Cost Accountant of India, and a seasoned professional in the finance and internal audit department. He has recently superannuated from the post of Chief Financial Officer of IRCON 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. Dutta 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. Dutta 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. Dutta is a person of integrity and has relevant experience and expertise. Mr. Dutta 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.

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 resolutions set forth in Item No. 6 for the approval of Members by way of an Ordinary Resolution.

Save and except Mr. Surajit Dutta 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 mentioned at Item No. 6 of the Notice.

#### **Resolution at Item No. 7**

Ms. Neelam Mittal, aged around 61 years is Promoter and Executive Director of the Company. She has been on the Board of the Company since incorporation.

Based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, 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 August 18, 2022 has re-appointed Ms. Neelam Mittal as a Whole Time Director for a period of 3 years w.e.f. October 1, 2022, subject to approval of the members of the Company.

Ms. Neelam 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. The terms and conditions of the appointment of Ms. Neelam Mittal are as follows:

Period: For 3 years w.e.f October 1, 2022.

**Remuneration:**

1. Basic Salary: Rs. 50,000 (Rupees Fifty thousand only) per month;
2. Ms. Mittal shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;
3. In addition to above, she shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company;
4. Minimum Remuneration: 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.
5. Ms. Mittal shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

The above may be treated as a written memorandum setting out the terms of re-appointment of Ms. Mittal under Section 190 of the Act.

The Board recommends the resolutions set forth in Item No. 7 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, to the extent of their shareholding interest, 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 mentioned at Item No. 7 of the Notice.

**Resolution at Item No. 8**

Mr. Bangam Prasad Rao, aged around 61 years, was appointed as the Independent Director of the Company w.e.f September 30, 2021. Mr. Rao 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.

In order to utilize his professional experience in the operations of the Company, and in view of good corporate governance practices in the Company, it was proposed to change the designation of Mr. Rao from Independent Director to the Non-executive Director of the Company.

Mr. Rao has provided his consent for the change in designation from Independent Director to the Non-executive Director of the Company in Form DIR-2, and declaration pursuant to BSE Circular June 20, 2018.

The Nomination and Remuneration Committee and the Board of Directors has already recommended the change in designation of Mr. Rao in its meeting dated April 20, 2022 and May 18, 2022 respectively.

Therefore, the matter has been placed before the members for the change in designation of Mr. Rao from Independent Director to the Non-executive Director of the Company, effective from May 18, 2022.

The Board recommends the resolutions set forth in Item No. 8 for the approval of Members by way of Ordinary Resolution.

Save and except Mr. Bangam Prasad Rao, and their relatives, to the extent of their shareholding interest, 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 mentioned at Item No. 8 of the Notice.

## Resolution at Item No. 9

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the company.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 7 of this Notice.

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 mentioned at Item No. 9 of the Notice.

**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	Details of the Director	Details of the Director
Name of the Director	Mr. Dahyalal Bansilal Prajapati	Mr. Surajit Dutta
Father's Name	Mr. Bansilal Dolatram Prajapati	Mr. Jyotsna Kumar Dutta
Date of Birth	May 26, 1985	March 07, 1962
Age	37 Years	60 years
Date of first Appointment	May 18, 2022	May 18, 2022
Brief resume and expertise in specific functional areas	Mr. Prajapati is a high achieving individual and an enthusiastic learner who has a keen interest in finance. A highly ethical professional with MBA (Finance). In his career spanning, he has well rounded experience in business management - from managing business strategies to managing operations to providing board-level over sights & governance. He is passionate about helping SME and Start-up mentoring. His area of ability and oversight includes credit analysis, equity research, corporate finance, investment banking and IT industry. He has spent 15 years in corporate organizations like BSE India, CARE Ratings, Marwadi Shares and Finance and CRISIL Limited.	Mr. Dutta has about 34 year post qualification experience in Public Sector Undertakings. He had worked in NHPC Limited up to the post of Senior Manager (Finance). He joined as Additional General Manager (Finance) in IRCON International Ltd. ('IRCON') a Railway PSU, and a leading construction company in India having presence in all infrastructure fields in India and in foreign countries. He has worked as Executive Director (Finance) and CFO, Chief Investors Relation Officer in IRCON and also he worked as Board Director in many Subsidiary Companies of IRCON and Joint Ventures. He has worked in Mozambique as Director (Finance). He is having vast working experience in all fields of Finance & Accounts Department including Board Member and as the Chairman of Audit Committee of many Companies.

Qualification	MBA (Finance)	Fellow member of the Institute of Cost Accountants of India, and MBA (Finance)
Terms and conditions of appointment	The draft terms and conditions of his appointment as Independent Director are available for inspection electronically and are uploaded on the website of the Company at <a href="https://dmrengineering.net/">https://dmrengineering.net/</a>	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	Chairman of Nomination & Remuneration Committee and Stakeholders' Relationship Committee; and Member of Audit Committee in the Company	Member of Audit Committee and Stakeholders' Relationship Committee in the Company
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 2021-22	Not Applicable	Not Applicable
Relationship with other Directors, Manager and KMPs of the Company	None	None
Details of remuneration sought to be paid, if any	Mr. Prajapati 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.	Mr. Dutta 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.
Remuneration last drawn, if any	Not Applicable	Not Applicable

Justification for choosing the appointee for appointment and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	In the opinion of the Board, Mr. Prajapati possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and that he is independent of the management of the Company.	In the opinion of the Board, Mr. Dutta possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as the Director as specified in the Act and the SEBI Listing Regulations.
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Particulars	Details of the Director	Details of the Director
Name of the Director	Mr. Bangam Prasad Rao	Ms. Neelam Mittal
Father's Name	Mr. Bangam Laxman Rao	Mr. Rajkumar Arya
Date of Birth	April 12, 1961	February 04, 1961
Age	61 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.	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	B. Sc (Civil Engineering)	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	1. DM Consulting Engineers Private Limited; 2. 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 2021-22	8	16
Relationship with other Directors, Manager and KMPs of the Company	None	Ms. Neelam Mittal is wife of Mr. Subhash Chander Mittal, Managing Director
Details of remuneration sought to be paid, if any	Mr. Rao 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. 50,000 per month
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, 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.

**By order of the Board  
For DMR Hydroengineering and Infrastructures Limited**

**Place: Faridabad  
Date: August 18, 2022**

**Ravinder Kumar  
Company Secretary and Compliance Officer  
Membership No. A68152**

# The statement containing additional information as required under schedule v of the companies act, 2013 (the “act”) with respect to item no. 7

## 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 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	2021-22	2020-21	2019-20
Revenue from Operations	353.45	240.73	240.48
Other Income	3.57	2.53	4.96
<b>Total Revenue</b>	<b>357.02</b>	<b>243.26</b>	<b>245.44</b>
Total expenses	266.05	161.12	173.85
<b>Profit before tax</b>	<b>90.97</b>	<b>82.15</b>	<b>71.60</b>
Current Tax	21.41	21.58	19.00
Deferred Tax	0.90	(0.22)	(0.38)
<b>Total Tax Expense</b>	<b>22.31</b>	<b>21.36</b>	<b>18.62</b>
<b>Profit/(Loss) for the period</b>	<b>68.65</b>	<b>60.79</b>	<b>52.98</b>

### (e) Foreign investments or collaborations, if any.

As on March 31, 2022, the Company did not made any foreign investment or collaboration.

## II. INFORMATION ABOUT THE APPOINTEE:

### (a) Background details, job profile and suitability:

Ms. Neelam Mittal, aged around 61 years is Promoter and Executive 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.

### (b) Past Remuneration: Same as proposed remuneration.

### (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 resolution no. 7 and 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):**

Ms. Neelam Mittal 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.

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

Ms. Neelam Mittal, promoter and Whole-time Director, is the wife of Mr. Subhash Chander Mittal, Managing Director of the Company and holds 12,88,000 equity shares in the Company.

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

As on March 31, 2022, Ms. Neelam Mittal holds 12,88,000 equity shares in the Company. Further, no stock options have been held and no shares have been pledged by Ms. 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-III of the Board's report.

### III. OTHER INFORMATION:

**(a) Reason of loss or inadequate profits:** As on March 31, 2022, the Company did not have any loss or inadequate profit. 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:** Not applicable

**(c) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** Not applicable

By order of the Board  
For DMR Hydroengineering and Infrastructures Limited

Place: Faridabad  
Date: August 18, 2022

Ravinder Kumar  
Company Secretary and Compliance Officer  
Membership No. A68152









**DMR**

**Hydroengineering &  
Infrastructures Ltd**

Registered Office and Corporate Centre: 473, Sector 30, Faridabad, Haryana, India 121003

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BSE Scrip Code: 543410