

Sr. No. DMR/SE/23-24/82

Date: 11.09.2023

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: Voting Results of the 14th Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Report**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of voting results, in the prescribed format, of the businesses transacted at the 14th Annual General Meeting (AGM) of the Company held on Friday, September 08, 2023 at 11:41 a.m. through video conferencing/ other audio-visual means.

All the resolutions set out in the Notice of 14th AGM were passed with the requisite majority on the date of AGM i.e., Friday, September 08, 2023.

The consolidated report of the Scrutinizer pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, on remote e-voting and e-voting at the AGM is also enclosed.

The abovementioned Voting Results along with Scrutinizer Report are also being uploaded on the website of the Company i.e., [www.dmrengineering.net](http://www.dmrengineering.net)

Kindly take the above information on your records.

Thanking you,

Yours Faithfully,

For **DMR Hydroengineering & Infrastructures Limited**

**RAVINDE** Digitally signed by  
RAVINDER KUMAR  
**R KUMAR** Date: 2023.09.11  
18:30:47 +05'30'



**Ravinder Kumar Bhatia**  
**Company Secretary & Compliance Officer**

Encl: as above

**Details of the voting results of 14<sup>th</sup> Annual General Meeting through e-voting**

<b>Name of the Company</b>	DMR Hydroengineering & Infrastructures Limited
<b>Date of AGM/EGM</b>	<b>September 08, 2023</b>
<b>Total number of shareholders on record date i.e on September 01, 2023</b>	123 equity shareholders
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group:	No arrangement for a physical meeting or appointment of proxy was required as the AGM was held through Video Conferencing/Other Audio Visual Means
Public:	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	4
Public:	4

**Agenda-wise disclosure**

<b>Resolution required: (Ordinary/ Special)</b>				<b>1. Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
Category	Mode of voting	No. of shares held	No. of votes polled	Percentage of votes polled on outstanding shares	No. of votes in Favour	No. of votes Against	Percentage of votes in Favour of vote polled	Percentage of votes Against on vote polled
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00



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	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution required: (Ordinary/ Special)</b>				<b>2. Declaration of final dividend of Rs. 0.11/- on equity shares of Rs. 10/- each for the financial year ended March 31, 2023.</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>Percentage of votes polled on outstanding shares</b>	<b>No. of votes in Favour</b>	<b>No. of votes Against</b>	<b>Percentage of votes in Favour of vote polled</b>	<b>Percentage of votes Against on vote polled</b>
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA



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	Applicable)							
	Total	10,14,200	8,150	0.80	8,150	0	100.00	0.00
Total		37,26,200	27,20,150	73.00	27,20,150	0	100.00	0.00

Resolution required: (Ordinary/ Special)				3. Appointment of director in place of Mr. Bangam Prasad Rao (DIN: 09335571) who retires by rotation and being eligible, offers himself for re-appointment				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	Percentage of votes polled on outstanding shares	No. of votes in Favour	No. of votes Against	Percentage of votes in Favour of vote polled	Percentage of votes Against on vote polled
Promoters and Promoter Group	Remote E-voting	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	Poll (through e-voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	Total		27,12,000	27,12,000	100.00	27,12,000	0	100.00
Public Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	Poll (through e-voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	Total		0	0	0.00	0	0	0.00
Public- Non Institutions	Remote E-voting	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	Poll (through e-voting)		4,700	0.46	4,700	0	100.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	Total		10,14,200	8,150	0.80	8,150	0	100.00
Total		37,26,200	27,20,150	73.00	27,20,150	0	100.00	0.00

Resolution required: (Ordinary/ Special)	4. Increase in the authorized share capital of the Company
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Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	Percentage of votes polled on outstanding shares	No. of votes in Favour	No. of votes Against	Percentage of votes in Favour of vote polled	Percentage of votes Against on vote polled
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution required: (Ordinary/ Special)				5. Adoption of a new set of Articles of Association of the Company				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	Percentage of votes polled on outstanding shares	No. of votes in Favour	No. of votes Against	Percentage of votes in Favour of vote polled	Percentage of votes Against on vote polled
<b>Promoters</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00



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<b>and Promoter Group</b>	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution required: (Ordinary/ Special)</b>				<b>6. Approve the DMR Employee Stock Option Plan 2023</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>Percentage of votes polled on outstanding shares</b>	<b>No. of votes in Favour</b>	<b>No. of votes Against</b>	<b>Percentage of votes in Favour of vote polled</b>	<b>Percentage of votes Against on vote polled</b>
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00



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	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution required: (Ordinary/ Special)</b>				<b>7. Approval of a threshold for granting loans/ guarantees, providing of securities and making investments under section 186 of the Companies Act, 2013</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>Percentage of votes polled on outstanding shares</b>	<b>No. of votes in Favour</b>	<b>No. of votes Against</b>	<b>Percentage of votes in Favour of vote polled</b>	<b>Percentage of votes Against on vote polled</b>
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00



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	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	Total	10,14,200	8,150	0.80	8,150	0	100.00	0.00
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution required: (Ordinary/ Special)				8. Increase the remuneration of Mr. Subhash Chander Mittal, Chairman and Managing Director of the Company				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	Percentage of votes polled on outstanding shares	No. of votes in Favour	No. of votes Against	Percentage of votes in Favour of vote polled	Percentage of votes Against on vote polled
Promoters and Promoter Group	Remote E-voting	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	Poll (through e-voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	Poll (through e-voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	Remote E-voting	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	Poll (through e-voting)		4,700	0.46	4,700	0	100.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution required: (Ordinary/ Special)	9. Increase the remuneration of Ms. Neelam Mittal, Whole-time Director
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				of the Company				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	Percentage of votes polled on outstanding shares	No. of votes in Favour	No. of votes Against	Percentage of votes in Favour of vote polled	Percentage of votes Against on vote polled
Promoters and Promoter Group	Remote E-voting	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	Poll (through e-voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	Poll (through e-voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	Remote E-voting	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	Poll (through e-voting)		4,700	0.46	4,700	0	100.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution required: (Ordinary/ Special)				10. Appointment of Ms. Anita Goyal (DIN: 10249700) as an Independent Director of the Company by way of ordinary resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	Percentage of votes polled on outstanding	No. of votes in Favour	No. of votes Against	Percentage of votes in Favour of	Percentage of votes Against on



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				shares			vote polled	vote polled
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution required: (Ordinary/ Special)</b>				<b>11. Appointment of Mr. Shyam Lal Kapil, (DIN: 10249705) as a Whole-time Director of the Company</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>Percentage of votes polled on outstanding shares</b>	<b>No. of votes in Favour</b>	<b>No. of votes Against</b>	<b>Percentage of votes in Favour of vote polled</b>	<b>Percentage of votes Against on vote polled</b>
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution required: (Ordinary/ Special)</b>				<b>12. Appointment of Mr. Krishan Kumar Gupta (DIN: 10249694) as a Whole-time Director of the Company</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>Percentage of votes polled on outstanding shares</b>	<b>No. of votes in Favour</b>	<b>No. of votes Against</b>	<b>Percentage of votes in Favour of vote polled</b>	<b>Percentage of votes Against on vote polled</b>
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00



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<b>Institutions</b>	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution required: (Ordinary/ Special)</b>				<b>13. Issue and offer of equity shares by way of preferential allotment on a private placement basis</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>Percentage of votes polled on outstanding shares</b>	<b>No. of votes in Favour</b>	<b>No. of votes Against</b>	<b>Percentage of votes in Favour of vote polled</b>	<b>Percentage of votes Against on vote polled</b>
<b>Promoters and Promoter Group</b>	<b>Remote E-voting</b>	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	<b>Remote E-voting</b>	0	0	0.00	0	0	0.00	0.00
	<b>Poll (through e-voting)</b>		0	0.00	0	0	0.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	<b>Remote E-voting</b>	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	<b>Poll (through e-voting)</b>		4,700	0.46	4,700	0	100.00	0.00
	<b>Postal Ballot (Not Applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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Resolution required: (Ordinary/ Special)				14. Approval for sale of undertaking of the Company				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	Percentage of votes polled on outstanding shares	No. of votes in Favour	No. of votes Against	Percentage of votes in Favour of vote polled	Percentage of votes Against on vote polled
Promoters and Promoter Group	Remote E-voting	27,12,000	27,12,000	100.00	27,12,000	0	100.00	0.00
	Poll (through e-voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>27,12,000</b>	<b>27,12,000</b>	<b>100.00</b>	<b>27,12,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	Remote E-voting	0	0	0.00	0	0	0.00	0.00
	Poll (through e-voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public- Non Institutions	Remote E-voting	10,14,200	3,450	0.34	3,450	0	100.00	0.00
	Poll (through e-voting)		4,700	0.46	4,700	0	100.00	0.00
	Postal Ballot (Not Applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>10,14,200</b>	<b>8,150</b>	<b>0.80</b>	<b>8,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37,26,200</b>	<b>27,20,150</b>	<b>73.00</b>	<b>27,20,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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# B. Sehgal and Associates

Practising Company Secretaries  
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Unique Identification No.: S2015HR330700  
Peer Review Certificate No.: 2281/2022  
Udyam: UDYAM-HR-01-0011009  
PAN: EICPS5364H

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## Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014, as amended)

To

The Chairman of 14th Annual General Meeting ("AGM") of the equity shareholders of DMR Hydroengineering & Infrastructures Limited ("Company") held on Friday, September 08, 2023 by means of Video Conferencing ("VC") and Other Audio Visual Means ("OAVM")

Dear Sir,

I, Bunny Sehgal, Practising Company Secretary, and Proprietor of B. Sehgal and Associates, Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of the Company at its meeting held on July 25, 2023 for the purpose of scrutinizing the process of Remote e-voting and e-voting at the AGM (collectively referred to as "E-voting"), on the resolutions contained in the notice of the AGM dated August 12, 2023 ("Notice") issued in accordance with the General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2022 dated May 05, 2022, and Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA"), read with the circulars No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by Securities Exchange Board of India ("SEBI") (collectively referred to as "Applicable Circulars").

The Applicable Circulars provide for the relaxations in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of E-voting as prescribed under section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("E-voting Rules"), as amended, on the resolutions proposed at the AGM. I say that I am familiar and well versed with the concept of electronic voting system as prescribed under the E-voting Rules and the relaxations as provided in the Applicable Circulars.

As mentioned in the Notice, the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

### Report on Scrutiny:

- i. The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for the purpose of extending the facility of E-voting to the Members of the Company.

- ii. Skyline Financial Services Private Limited is the Registrar and Share Transfer Agent (“**RTA**”) of the Company.
- iii. NSDL had provided a system for recording the votes of the Members through E-voting on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company.
- iv. NSDL had set up an electronic voting facility on its website, [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had uploaded all the items of the business as mentioned in AGM Notice and to be transacted at the AGM, on the website of the Company to facilitate the Members of the Company to cast their vote through E-voting. The same was also uploaded on the website of NSDL and on the website of Stock Exchange, SME Platform of BSE Limited, for information of the members of the Company.
- v. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules framed thereunder and SEBI Listing Regulations.
- vi. My responsibility as the Scrutinizer was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.
- vii. The Company had sent the Notice of the AGM by email only to the members of the Company, whose names appeared on the Register of members/ list of beneficial owners as received from the Registrar and Transfer Agent and who had registered their email addresses with the Company and/or with the Depositories as on Monday, August 14, 2023. The Company completed the dispatch of the notices by e-mail to the members by Thursday, August 17, 2023.
- viii. The Company had advertised a notice convening AGM and E-voting details in the newspapers wherein suitable mention was also made for those shareholders who have not registered their e-mail address to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM. The AGM Notice contained the detailed procedure to be followed by the Members for procuring user-id and password and registration of e-mail address for E-voting for the resolutions set out in this AGM Notice as provided in E-voting Rules and as provided in the Applicable Circulars.
- ix. The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed at the AGM was Friday, September 01, 2023.
- x. As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three (3) days from Tuesday, September 05, 2023 at 9.00 a.m. (IST) to Thursday, September 07, 2023 at 5:00 p.m. (IST).
- xi. At the end of the Remote e-voting period as mentioned above, the voting portal of NSDL was blocked forthwith.
- xii. At the AGM, after considering all the items of business, the facility of e-voting was provided to those members who were attending the meeting through VC / OAVM but could not participate in the Remote e-voting to record their votes.

xiii. On September 08, 2023, post the conclusion of e-voting period, the votes cast through E-voting was duly unblocked by me as a Scrutinizer in the presence of Ms. Jyoti Sehgal, and Mr. Lakshay Bhola, who acted as the witnesses, as prescribed in E-voting Rules. After unblocking the votes cast, the votes cast through remote e-voting and e-voting the AGM, were consolidated and the final Scrutinizer's Report was prepared.

xiv. The consolidated results of the E-voting are as under:

**Resolution No. 1: Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon by way of ordinary resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 2: Declaration of final dividend of Rs. 0.11/- on equity shares of Rs. 10/- each for the financial year ended March 31, 2023 by way of ordinary resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>



<b>Favour</b>							
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 3: Appointment of director in place of Mr. Bangam Prasad Rao (DIN: 09335571) who retires by rotation and being eligible, offers himself for re-appointment by way of ordinary resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 4: Increase in the authorized share capital of the Company by way of ordinary resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 5: Adoption of a new set of Articles of Association of the Company by way of special resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 6: Approve the DMR Employee Stock Option Plan 2023 by way of special resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 7: Approval of a threshold for granting loans/ guarantees, providing of securities and making investments under section 186 of the Companies Act, 2013 by way of special resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	Total no. of members voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 8: Increase the remuneration of Mr. Subhash Chander Mittal, Chairman and Managing Director of the Company by way of special resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	Total no. of members voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 9: Increase the remuneration of Ms. Neelam Mittal, Whole-time Director of the Company by way of special resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 10: Appointment of Ms. Anita Goyal (DIN: 10249700) as an Independent Director of the Company by way of ordinary resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 11: Appointment of Mr. Shyam Lal Kapil, (DIN: 10249705) as a Whole-time Director of the Company by way of special resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member	No. of shares for	No. of member	No. of shares for	Total no. of	Total no. of shares	% to total no. of shares for

	s voted	which votes cast	s voted	which votes cast	member s voted	for which votes cast	which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 12: Appointment of Mr. Krishan Kumar Gupta (DIN: 10249694) as a Whole-time Director of the Company by way of special resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 13: Issue and offer of equity shares by way of preferential allotment on a private placement basis by way of special resolution;**

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of member s voted	No. of shares for which votes cast	No. of member s voted	No. of shares for which votes cast	Total no. of member s voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%

<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

The resolution has been passed with requisite majority.

**Resolution No. 14: Approval for sale of undertaking of the Company by way of special resolution;**

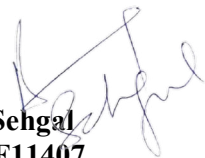
Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	Total no. of members voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
<b>Total Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Less: Invalid Votes</b>	-	-	-	-	-	-	-
<b>Total Valid Votes</b>	6	27,15,450	2	4,700	8	27,20,150	100%
<b>Votes in Favour</b>	6	27,15,450	2	4,700	8	27,20,150	<b>100%</b>
<b>Votes in against</b>	-	-	-	-	-	-	<b>0.00%</b>

Note: Figures have been taken upto two decimal places.

The resolution has been passed with requisite majority.

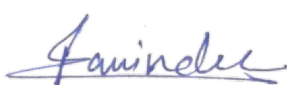
In view of the above scrutiny, I hereby certify that the above resolutions have been passed with requisite majority on September 08, 2023.

**For B. Sehgal and Associates  
Practising Company Secretaries**

  
**Bunny Sehgal**  
M. No. F11407  
CP No. 15161  
UDIN: F011407E000972070  
Date: 08.09.2023  
Place: Faridabad



**Acknowledgement receipt of the Report  
For DMR Hydroengineering & Infrastructures Limited**

  
**Ravinder Kumar**  
**Company Secretary and Compliance Officer**  
Membership No. : A68152  
(Authorised by the Chairman)



**The following were the witnesses to the unblocking the votes cast through E-voting:**

1. Jyoti Sehgal

*Jyoti Sehgal*  
.....

2. Lakshay Bhola

*Lakshay Bhola*  
.....

**Date: 08.09.2023**

**Place: Faridabad**