

DMR HYDROENGINEERING AND 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 13th 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 BUSINESSES

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.dmengineering.net, website of the Stock Exchange i.e. BSE Limited at www.bsesme.com

In compliance with the MCA and SEBI Circulars, the Company has also published a public notice by way of an advertisement made dated August 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 with a copy marked to evoting@nsdl.co.in.
9. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
10. The final dividend for the Financial year ended 31st March, 2022, as recommended by the Board, if approved at the AGM will be credited/dispatched within 30 days to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on September 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, 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, at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.

Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Skyline Financial Services Private Limited D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, 110020, Email: info@skylinerta.com, Tel.: 011-26812682, 40450193 to 97 Website: www.skylinerta.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Ravinder Kumar, Company Secretary & Compliance Officer at the Registered Office of the Company (Phone No.: Tel: +91 129 4360445; Email: 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. 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.
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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After

	<p>successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at

	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 helpdesk.evoting@cdslindia.com 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.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sehgal@bsaadvisory.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 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

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@skylinerta.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@skylinerta.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

25. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

26. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM 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.dmrengineering.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.

**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**

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.
Credentials of the statutory auditor(s) proposed	A Y & Company is Practicing Chartered

to be appointed.	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 & professional qualifications with wide range of knowledge and experience. The Firm offers multiple services in audit & 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.
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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 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. 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://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. 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 https://dmrengineering.net/	As detailed in the respective resolution and explanatory statement.
Directorship held in other companies including Listed	Nil	Nil

Companies		
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.

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	i. DM Consulting Engineers Private Limited; ii. M R Foundation
Chairman/member of the committee of the Board of Directors of the Company	Nil	Nil
Chairman/member of the committee of the Board of Directors of other companies (including listed companies) in which he/she is a director	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of shares held in the Company including shareholding as a beneficial owner	Nil	12,88,000 shares
No. of Board meetings attended during the financial year 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	Please refer the explanatory statement.

	Directors of the Company as approved by the Board of Directors.	
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
Total Revenue	357.02	243.26	245.44
Total expenses	266.05	161.12	173.85
Profit before tax	90.97	82.15	71.60
Current Tax	21.41	21.58	19.00
Deferred Tax	0.90	(0.22)	(0.38)
Total Tax Expense	22.31	21.36	18.62
Profit/(Loss) for the period	68.65	60.79	52.98

(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