

Sr. No. DMR/SE/22-23/34

Date: 28.09.2022

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

Subject: Proceedings of the 13th Annual General Meeting of the Company

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with Schedule III thereto, please find enclosed herewith the proceedings of the 13th Annual General Meeting of the Company, held on Tuesday, September 27, 2022 at 11.30 A.M. (IST) through Video Conferencing and Other Audio Visual Means.

This is for your information and records.

Yours Faithfully,

For DMR Hydroengineering and Infrastructures Limited

RAVINDE R KUMAR
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RAVINDER KUMAR
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Ravinder Kumar
Company Secretary & Compliance Officer

Encl: as above

Proceedings of the 13th Annual General Meeting of DMR Hydroengineering & Infrastructures Limited

1. Date of the Meeting

The 13th Annual General Meeting ("AGM" or "Meeting") of the DMR Hydroengineering and Infrastructures Limited ("the Company"), was held on Tuesday, September 27, 2022 at 11:30 A.M (IST) through Video Conferencing ("VC")/ Other Audio Visual Means("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, and the rules framed thereunder read with Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020, 17/2020, 20/2020 dated April 8, 2020, April 13, 2020, and May 5, 2020 read with General Circular No. 02/2022 dated May 05, 2022, and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with 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 provisions. The registered office of the Company i.e. 473, Sector-30, Faridabad, Haryana shall be deemed to be the place of Meeting for the purpose of recording of the proceedings of this AGM.

2. Brief summary of the proceedings

In accordance with the Articles of Association of the Company, Mr. Subhash Chander Mittal, Chairman and Managing Director (DIN: 02861072) of the Company, took the Chair and welcomed all the Members, Directors, Key Managerial Personnel ("KMP"), Statutory Auditor, Secretarial Auditor and Scrutinizer present at the AGM. All the Directors & KMPs of the Company attended the Meeting.

Ms. Rachana Agrawal (DIN: 09336019), Chairman of Audit Committee, and Mr. Dahyalal Bansilal Prajapati (DIN: 09592327), Chairman of Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the meeting.

Mr. Arpit Gupta, Partner of M/s A Y & Co., Statutory Auditors, authorized representative of M/s Ramraj Thakur and Associates, Secretarial Auditors, and Mr. Bunny Sehgal, Practicing Company Secretary, Scrutinizer for the 13th AGM also joined the Meeting.

After confirmation by the Company Secretary of the presence of requisite quorum, the Meeting was called to order. Ten (10) members in aggregate were present at the Meeting. The Members were informed that this AGM was held through VC in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. Thereafter, Mr. Subhash Chander Mittal, Chairman and Managing Director delivered his speech and apprised the shareholders on the operational and financial performance of the Company.

The Financial Statements for the financial year ended March 31, 2022, the Reports of the Board of Directors and the Auditors thereon, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of contracts or arrangements in which directors are interested as maintained under Section 189(1) of the Companies Act, 2013 and other relevant documents, as required, were kept accessible electronically during the continuance of the Meeting to the persons having right to attend the Meeting. Notice of 13th AGM dated August 18, 2022 convening the Meeting along with the

Board's report along with the annexures thereto was taken as read, with the permission of the Members present. The Members were informed that the Reports of the Statutory Auditor and the Secretarial Auditor of the Company for the financial year ended March 31, 2022 did not contain any qualification, observations or comments on any financial transactions or matters which have any adverse effect on the functioning of the Company and therefore it is not required to be read in Meeting.

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

The Company, in compliance with Section 108 and 109 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided remote e-voting facility to all its Members to cast their votes electronically. Members who were present in the AGM and who did not cast their vote by remote e-voting were given the facility to cast their vote through e-voting facility, at the Meeting.

The Members were informed that Mr. Subhash Chander Mittal, Chairman of the Meeting was interested in the agenda mentioned at Item No. 3 and 7 of the AGM. Accordingly, he recused himself from conducting the proceedings for such items and resumed the Chair after these items were over. Ms. Rachana Agrawal, Independent Director of the Company was elected as the Chairman with the permission of the members present to conduct the proceedings of item no. 3 and 7.

The Members present were given the opportunity to ask questions and seek clarifications. Query raised/suggestions given by the shareholders were appropriately responded by Mr. Subhash Chander Mittal, Chairman and Managing Director of the Company.

The following items of businesses as set out in the Notice convening the 13th AGM were recommended for members' consideration and approval:

Ordinary Businesses

1. Adoption of 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. Declaration of final dividend of Rs. 0.10/- per equity share of Rs. 10/- each for the financial year ended March 31, 2022;
3. Re-appointment of Ms. Neelam Mittal (DIN: 02861064) as a Director of the Company, who retires by rotation;
4. Appointment of 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;

Special Businesses

5. Appointment of Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) as an Independent Director of the Company for a term of five consecutive years;
6. Appointment of Mr. Surajit Dutta (DIN: 06687032) as Non-executive Director of the Company;
7. Re-appointment of Ms. Neelam Mittal, (DIN: 02861064) as a Whole-time Director for a term of three years;
8. Approval for change in designation of Mr. Bangam Prasad Rao (DIN: 09335571) from Independent Director to Non-executive Director;
9. Approval of charges for service of documents on the shareholders.

All the resolutions required approval by way of an Ordinary resolution except the resolution no. 7 for re-appointment of Ms. Neelam Mittal as a Whole-time Director which required special resolution.

4. Results of the items deliberated

The Members were informed that Mr. Bunny Sehgal, Practicing Company Secretary was appointed as Scrutinizer for the purpose of scrutinizing the e-voting at the Meeting and remote e-voting process. The detailed results of the voting at the aforesaid Meeting along with the Scrutinizer's Report pursuant to Section 108 and 109 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted with the Stock Exchange(s) once the same is obtained by the Company from aforesaid Scrutinizer. The voting results along with Scrutinizer Report shall also be uploaded on the website of the Company and the website of the National Securities Depository Limited. Further, the transcript of the AGM shall also be uploaded on the website of the Company.

The Meeting concluded at 12.09 P.M. with the vote of thanks to the Chair.

For DMR Hydroengineering and Infrastructures Limited

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by RAVINDER
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R KUMAR Date: 2022.09.28
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Ravinder Kumar
Company Secretary & Compliance Officer