

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

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 13th Annual General Meeting ("AGM") of the equity shareholders of DMR Hydroengineering & Infrastructures Limited ("Company") held on Tuesday, September 27, 2022 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 August 18, 2022 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 18, 2022 ("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 and Circular No. 02/2022 dated May 05, 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 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities Exchange Board of India ("SEBI") (collectively referred to as "Applicable Circulars").

The Applicable Circulars provides for relaxation 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.

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- 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.nsd.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 Tuesday, September 20, 2022 ("Cut-off date"). The Company completed the dispatch of the notices by e-mail to the members by Saturday, September 03, 2022.
- 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 Tuesday, September 20, 2022.
- x. As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three (3) days from Saturday, September 24, 2022 at 9.00 a.m. (IST) to Monday, September 26, 2022 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 27, 2022, 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

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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 Financial Statements of the Company for the financial year ended March 31, 2022 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 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
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in against	-	-	-	-	-	-	0.00%

The resolution has been passed with requisite majority.

Resolution No. 2: Declaration of final dividend of Rs. 0.10/- on equity shares of Rs. 10/- each for the financial year ended March 31, 2022 by way of ordinary 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
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	-	-	8	27,11,850	98.91%
Votes in against	-	-	1	30,000	1	30,000	1.09%

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The resolution has been passed with requisite majority.

Resolution No. 3: Re-appointment of Ms. Neelam Mittal (DIN: 02861064) as a Director of the Company, who retires by rotation 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
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in against	-	-	-	-	-	-	0.00%

The resolution has been passed with requisite majority.

Resolution No. 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 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
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	-	-	8	27,11,850	98.91%
Votes in against	-	-	1	30,000	1	30,000	1.09%

The resolution has been passed with requisite majority.

Resolution No. 5: Appointment of Mr. Dahyalal Bansilal Prajapati (DIN: 09592327) as an Independent Director of the Company for a term of five consecutive years 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
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in against	-	-	-	-	-	-	0.00%

The resolution has been passed with requisite majority.

Resolution No. 6: Appointment of Mr. Surajit Dutta (DIN: 06687032) as Non-executive 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
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in against	-	-	-	-	-	-	0.00%

The resolution has been passed with requisite majority.

Resolution No. 7: Re-appointment of Ms. Neelam Mittal, (DIN: 02861064) as a Whole-time Director for a term of three years 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
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in against	-	-	-	-	-	-	0.00%

The resolution has been passed with requisite majority.

Resolution No. 8: Approval for change in designation of Mr. Bangam Prasad Rao (DIN: 09335571) from Independent Director to Non-executive Director 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
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in against	-	-	-	-	-	-	0.00%

The resolution has been passed with requisite majority.

Resolution No. 9: Approval of charges for service of documents on the shareholders by way of ordinary 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 for	% to total no. of shares

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	s voted	which votes cast	s voted	which votes cast	members voted	which votes cast	for which votes cast
Total Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	8	27,11,850	1	30,000	9	27,41,850	100%
Votes in Favour	8	27,11,850	-	-	8	27,11,850	98.91%
Votes in against	-	-	1	30,000	1	30,000	1.09%

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 27, 2022.

For B. Sehgal and Associates
Practising Company Secretaries




Bunny Sehgal
M. No. F11407
CP No. 15161
UDIN: F011407D001073193

Acknowledgement receipt of the Report
For DMR Hydroengineering & Infrastructures Limited



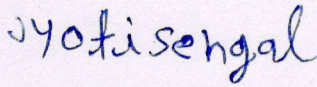
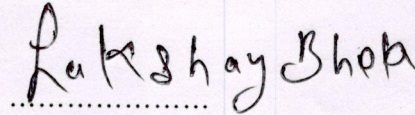
Ravinder Kumar
Company Secretary and Compliance Officer
Membership No. : A68152
(Authorised by the Chairman)

Date: 28.09.2022
Place: Faridabad

The following were the witnesses to the unblocking the votes cast through remote e-voting.

1. Jyoti Sehgal

2. Lakshay Bhola,

Date: 28.09.2022
Place: Faridabad