

Sr. No. DMR/SE/22-23/45

Date: 04.02.2023

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

**Subject: Outcome of the Board Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), this is to inform you that the Board of Directors of the Company at its meeting held on February 04, 2023 has *inter alia*:

1. Took note of the resignation of Mr. Ramji Ram Yadav as the Internal Auditor of the Company with effect from the closing hours of February 10, 2023, on account of health issues;
2. Approved the appointment of Mr. Ravinder Kumar, Company Secretary & Compliance Officer, as the Internal Auditor of the Company for the financial year 2022-23 and 2023-24 with effect from February 11, 2023;
3. Approved the appointment of M/s Dilip Swarnkar & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company to conduct Secretarial Audit for the financial year 2022-23 and issue report thereon;
4. Introduced the DMR Employee Stock Option Plan 2023 named "DMR ESOP Plan 2023", subject to the approval of shareholders;
5. Approved to increase in authorized share capital of the Company from existing INR 4,00,00,000 (Rupees Four Crore Only) to INR 11,00,00,000 (Rupees Eleven Crore Only) and consequent amendment in Clause V of the Memorandum of Association of the Company, subject to the approval of shareholders.

The details as required under SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are annexed as **Annexure-1, II, and III** respectively.

Yours Faithfully

**For DMR Hydroengineering & Infrastructures Limited**

**Ravinder Kumar**  
**Company Secretary & Compliance Officer**  
Encl: as above



### Annexure-I

**Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated September 09, 2015**

Sr. No.	Particulars	Details
1.	Reason for change viz. <del>appointment, removal, death or otherwise</del> resignation,	Mr. Ramji Ram Yadav has resigned from the Internal Auditor of the Company with effect from the closing hours of February 10, 2023, on account of his health issues.
2.	Date of <del>appointment/cessation (as applicable) &amp; term of appointment</del>	February 10, 2023
3.	Brief profile (in case of appointment)	Not applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

## Annexure-II

**Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated September 09, 2015**

Sr. No.	Particulars	Details
1.	Reason for change viz. Appointment; <del>resignation, removal, death or otherwise;</del>	Appointment of Mr. Ravinder Kumar Company Secretary & Compliance Officer of the Company as the Internal Auditor.
2.	Date of appointment (as applicable)	February 11, 2023
3.	Term of Appointment	Appointed as the Internal Auditor of the Company for the financial year 2022-23 and 2023-24.
4.	Brief profile (in case of appointment);	<p>Mr. Ravinder Kumar is an associate member of The Institute of Company Secretaries of India. His membership number is A68152.</p> <p>He holds the bachelor's degree in Commerce from Guru Nanak Dev University, Amritsar. He has diverse experience of more than 5 year in the field of Corporate Laws and Finance.</p>
5.	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Ravinder Kumar is not related to any of the directors of the Company.

### Annexure-III

#### Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated September 09, 2015

Sr. No.	Particulars	Details
1.	Reason for change viz. Appointment; <del>resignation, removal, death or otherwise;</del>	Appointment of M/s Dilip Swarnkar & Associates as the Secretarial Auditor.
2.	Date of appointment (as applicable)	February 04, 2023
3.	Term of Appointment	Appointed as the Secretarial Auditor of the Company to issue Secretarial Audit Report for the financial year 2022-23.
4.	Brief profile (in case of appointment);	<p>Details about the Firm:</p> <p>Name - M/s Dilip Swarnkar &amp; Associates            Designation – Proprietorship firm            Peer Review no. – 2838/2022            Name of the Proprietor- Dilip Kumar Swarnkar            Membership No. – A47600            CP No. – 26253</p> <p>Address of the Auditor: LG76. Xth Center Mall, Next to D Mart and Croma, Behind MCA Club, Mahavir Nagar Kandivali West, Mumbai 40067</p> <p>Email ID: <a href="mailto:csoniassociates@gmail.com">csoniassociates@gmail.com</a></p> <p>Mobile no: 8356877790</p> <p>Profile:            Mr. Dilip Kumar Swarnkar, Proprietor of M/s Dilip Swarnkar &amp; Associates is Associate Member of Institute of Company Secretaries of India and commerce Graduate.</p>
5.	Disclosure of relationships between directors (in case of appointment of a director).	M/s Dilip Swarnkar & Associates is not related to any of the directors of the Company.