



DILIP SWARNKAR & ASSOCIATES COMPANY SECRETARIES

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Email: csdilipsonioffice@gmail.com

The Peer Review Certificate no. [2838/2022](#)

To,

The Board of Directors

DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED

H. NO.- 473 SECTOR-30 FARIDABAD HR 121003 IN

Introduction

In connection with the proposed preferential issue of Equity Shares (Hereinafter referred to as “Equity Shares”) of DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED (“the Company”) the Company is required to obtain a certificate from the Practicing Company Secretary regarding compliance with the conditions of the proposed preferential issue of securities as required by SEBI ICDR Regulations, 2018.

The accompanying statement contains the details of the proposed preferential issue being made (the “Statement”) as required under SEBI ICDR Regulations is prepared by the management of the Company which we have initialled for identification purpose only.

As per the communication received from the Management, Company has proposed to pass resolution through postal ballot for seeking the approval of the shareholders for issuance of Equity Shares.

Management's Responsibility

Management is responsible for the preparation of the accompanying Statement based on the facts and records of the Company. This includes collecting, collating and validating data and presentation thereof in the Statement. The Management is also responsible to ensure the compliance of the requirements under ICDR Regulations with respect to determination of relevant date, minimum price and other compliance requirements of the ICDR Regulations.

Auditors' Responsibility

Our responsibility is to express our conclusion on the information contained in the Statement. Our procedures were planned to obtain all information and explanations that we considered necessary to support our conclusion.

It is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue of Equity Shares is in accordance with the requirements of SEBI ICDR Regulations as applicable to the preferential issue of Equity Shares. Accordingly, our scope of work did not include verification of compliance with other requirement of SEBI ICDR Regulations, other circulars, notifications etc. as issued by relevant regulatory authorities from time to time.

We have noted the following procedures in relation to the statement:

- A. Noted the relevant date, being thirty days prior to the date of Shareholders Meeting, i.e Wednesday, 09th August, 2023
- B. Verified the calculation of the minimum price of the equity shares to be allotted in preferential issue in accordance with pricing formula being higher of price determined as per provisions of the Regulation 164(1) of the SEBI ICDR.

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- C. Obtained and read the EOGM Notice dated 17th August, 2023 for seeking approval of the shareholders for proposed preferential issue of Equity Shares by way of special resolution.
- D. Obtained confirmation from the company alongwith Depository Certificates that the pre holding of Equity Shares of proposed allottees are lock-in from the relevant date.

Conclusion

Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed preferential issue of Securities provided in the Statement are not in accordance with the requirements of the SEBI ICDR Regulations, 2018 as applicable to the preferential issue of Securities.

FOR DILIP SWARNKAR & ASSOCIATES

**CS DILIP KUMAR SWARNKAR
MEMBERSHIP NO.: A-47600
CP NO. - 26253
PLACE: MUMBAI**

**DATE: 17-08-2023
UDIN: A047600E000812969**

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