

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: Outcome of the 14th Annual General Meeting of the Company

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 Members of the Company at their 14th Annual General Meeting held on Friday, September 08, 2023 has considered and approved *inter alia* the following matters:

1. 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;
2. Adoption of a new set of Articles of Association of the Company;
3. Approved the DMR Employee Stock Option Plan 2023 named "DMR ESOP Plan 2023".
4. Appointment of Ms. Anita Goyal (DIN: 10249700) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from July 25, 2023.
5. Appointment of Mr. Shyam Lal Kapil, (DIN: 10249705) as a Whole-time Director of the Company for a term of 3 (three) consecutive years with effect from July 25, 2023.
6. Appointment of Mr. Krishan Kumar Gupta (DIN: 10249694) as a Whole-time Director of the Company for a term of 3 (three) consecutive years with effect from July 25, 2023.
7. Approved the proposal for fund raising through preferential allotment on a private placement basis, by issuing up to 1,20,000 (One Lakh Twenty Thousand) equity shares having face value of Rs. 10/- (Rupees Ten) each fully paid-up (“Equity Shares”) for cash consideration at a price of Rs. 70.18/- (Rupees Seventy and Paise Eighteen only) per equity share including a premium of Rs. 60.18 (Rupees Sixty and Paise Eighteen only) per equity share aggregating up to Rs. 84,21,600/- (Rupees Eighty-Four Lakhs Twenty-One Thousand Six Hundred only).
8. Approved for sale of undertaking of the Company

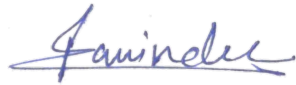
The relevant details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated July 13, 2023 are annexed and marked as **Annexure-I, II, III, IV and V** respectively.

Kindly take the above information on your records.

Thanking you,

Yours Faithfully,

For **DMR Hydroengineering and Infrastructures Limited**



Ravinder Kumar Bhatia
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 July 13, 2023

Sr. No.	Particulars	Details
1.	Reason for change viz. Appointment resignation, removal, death or otherwise;	Appointment of Ms. Anita Goyal (DIN: 10249700) as an Independent Director of the Company.
2.	Date of appointment/ re-appointment/cessation —(as applicable)—& term of appointment/ re-appointment	July 25, 2023 for a term of 5 years.
3.	Brief profile (in case of appointment);	<p>Mrs. Anita Goyal is presently a Full-time Professor of Marketing at the Indian Institute of Management Lucknow, India. She holds degrees of Bachelor of Science, Master in Business Administration in Marketing Management, and Doctor of Philosophy in Marketing. With a span of 28 years in academics, she currently teaches Masters and Doctorate courses, and conducts sessions in short-term academic as well as training programs for industry executives.</p> <p>She co-coordinates a number of management development programs for industry executives and also chairs the academic administrative positions. She has delivered invited lectures in industry and academic institutions in India and abroad [ESCP Europe, France and Institut d'Administration des Entreprises (Institute of Business Administration), Aix-en-Provence, France].</p> <p>She has been Guest Faculty for marketing courses in Master of Business Administration and Master of Philosophy programs in Europe (EDHEC, Lille, France) and Nepal (Kathmandu University School of Management) respectively. She has supervised a number of BBA and MBA dissertations with Thames Valley University, London, and an ongoing doctoral thesis advisor for marketing scholars.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Ms. Anita Goyal does not have any relationship with any of the existing Directors of the Company.

5.	Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	Ms. Anita Goyal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
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Annexure-II

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated July 13, 2023

Sr. No.	Particulars	Details
1.	Reason for change viz. Appointment resignation, removal, death or otherwise;	Appointment of Mr. Shyam Lal Kapil (DIN: 10249705) as a Whole-time Director of the Company.
2.	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment	July 25, 2023 for a term of 3 years.
3.	Brief profile (in case of appointment);	<p>Mr. Shyam Lal Kapil holds the degree in M. Tech from IIT Roorkee and PGDM in finance from IMT -CDL. Before joining the DMR, he was employed with NHPC as Executive Director Engineer. In NHPC he headed several divisions and worked for construction of several projects. He also worked for preparation of DPR of more than 40 projects covering Hydro, Pumped Storage, Solar, Wind, Geothermal and Green Hydrogen in India. Also worked on hydro projects in Myanmar, Bhutan and Nepal.</p> <p>He introduced several advanced geophysical techniques for investigation for faster investigation and these helped in minimising the geological uncertainties during construction. He developed a Real Time Seismic Data centre in NHPC for seismic monitoring of all NHPC projects one of its kind in India He has been actively involved with projects of NTPC, THDC, PPA and Several State Govts. and resolved some of the critical issues related to dams/ TBM & DBM tunnelling.</p> <p>He also worked extensively for statutory clearances of the hydro projects from Govt. authorities. He also headed R&D division and worked with more than 24 R&D projects with IITs, NITs and other reputed Institutes. He is a member of Dam Safety Review Panel of several State Govts. and inspected more than 25 dams. Member of several IS code committees related to hydro power, investigation and on seismic aspects. Published more than 40</p>

		<p>papers in Journals and conferences. Authored more than 250 technical reports.</p> <p>He also worked on several International assignments in Myanmar, Bhutan, USA and Finland and visited several countries for official works, transfer of technology and seminars/conferences. He is also President of ISEG and Vice President of ISRM (India). He is also a member of Editorial Board of Journal of Engineering Geology. He successfully organized several International Conferences on hydro power and infrastructures related issues.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Kapil does not have any relationship with any of the existing Directors of the Company.
5.	Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	Mr. Kapil is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Annexure-III

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated July 13, 2023

Sr. No.	Particulars	Details
1.	Reason for change viz. Appointment resignation, removal, death or otherwise;	Appointment of Mr. Krishan Kumar Gupta (DIN: 10249694) as a Whole-time Director of the Company.
2.	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/ re-appointment	July 25, 2023 for a term of 3 years
3.	Brief profile (in case of appointment);	<p>Mr. Krishan Kumar Gupta holds a degree in Bachelor of Engineering in Civil from Thapar Institute of Engineering and Technology, Patiala, Punjab, India. He also holds degree in MBA and LLB. He has more than 42 years of experience in the field of construction & project management with specialization in hydroelectric projects both in the government & private sectors in India & abroad.</p> <p>He has also worked in the Central Water Commission in the Government of India & also with Larsen & Toubro Limited. He has been associated in the implementation of a number of land mark hydroelectric projects which among others include 520 MW Parbati Stage III HEP in Himachal Pradesh, 99 MW Singoli Bhatwari HEP in Uttarakhand, 1020 MW Tala HEP in Bhutan & 1200 MW Punatsangchhu-I HEP also in Bhutan.</p> <p>He is Fellow member of The Institution of Engineers (India), Fellow member of Indian Institution of Technical Arbitrators, Member of Indian Road Congress and Individual Life Member, Renewable Energy Promotion Association, also awarded the Certificate of Hon. Global Fellowship in Renewable Energy (GFRE).</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Gupta does not have any relationship with any of the existing Directors of the Company.

5.	Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018 issued by BSE and NSE respectively.	Mr. Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Annexure-IV

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated July 13, 2023

Sr. No.	Particulars	Details
1	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity shares having face value of INR 10/- each.
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential allotment on a private placement basis.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Issuance up to 1,20,000 (One Lakh Twenty Thousand) equity shares having face value of Rs. 10/- (Rupees Ten) each fully paid-up (“Equity Shares”) for cash consideration at a price of Rs. 70.18/- (Rupees Seventy and Paise Eighteen only) per equity share including a premium of Rs. 60.18 (Rupees Sixty and Paise Eighteen only) per equity share aggregating up to Rs. 84,21,600/- (Rupees Eighty-Four Lakhs Twenty-One Thousand Six Hundred only).
4.	Names of the investors;	<ol style="list-style-type: none"> 1. Mr. Subhash Chander Mittal; 2. Ms. Neelam Mittal; 3. Mr. Divay Mittal; 4. Ms. Deepika Mittal; 5. Mr. Bangam Prasad Rao; 6. Mr. Surajit Dutta; 7. Ms. Rachana Agrawal; 8. Mr. Akhilesh Kumar; 9. Mr. Krishan Kumar Gupta; 10. Mr. Sham Lal Kapil; 11. Mr. Naveen Kumar Jain; 12. Mr. Budankailabadri Narayan Subudhi; 13. Mr. Bharat Bhushan Nagpal; 14. Mr. Janesh Sahni; 15. Mr. Dahyalal Bansilal Prajapati
5.	Post allotment of securities - outcome of the subscription, issue	Not applicable

	price / allotted price (in case of convertibles), number of investors;	
6.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not applicable
7.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

Annexure-V

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated July 13, 2023

Sr. No.	Particulars	Details
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	<p>The asset does not make any contribution to the turnover of the Company.</p> <p>The amount contributed by the asset in the net worth of the Company is Rs. 152.08 Lakhs and the percentage contributed by the asset in the net worth of the Company is 26.30 %.</p>
2.	Date on which the agreement for sale has been entered into;	<p>The Board of Directors, will carefully evaluate the proposals for sale and accordingly, will proceed in the best interest of the Company and its Members.</p> <p>The date of the agreement to sell will be intimated in due course of time.</p>
3.	The expected date of completion of sale/disposal;	<p>The Board of Directors, will carefully evaluate the proposals for sale and accordingly, will proceed in the best interest of the Company and its Members.</p> <p>The relevant details will be intimated in due course of time.</p>
4.	Consideration received from such sale/disposal;	<p>The Board of Directors, will carefully evaluate the proposals for sale and accordingly, will proceed in the best interest of the Company and its Members.</p> <p>The relevant details will be intimated in due course of time.</p>
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	<p>The Board of Directors, will carefully evaluate the proposals for sale and accordingly, will proceed in the best interest of the Company and its Members.</p> <p>The relevant details will be intimated in due course of time.</p>

6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	No
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Yes. The Board of Directors will carefully evaluate the proposals for sale and accordingly, will proceed in the best interest of the Company and its Members. The date of the agreement to sell will be intimated in due course of time.
8.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not applicable