



Partnering for a Better Tomorrow

Supporting Infrastructure Projects Across the Globe

**DMR HYDROENGINEERING AND INFRASTRUCTURES LTD
ANNUAL REPORT 2023-24**

**Advisory
Design
Management**

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Corporate Information

Board of Directors

1. Mr. Subhash Chander Mittal, Chairman & Managing Director
2. Ms. Neelam Mittal, Whole Time Director
3. Ms. Rachana Agrawal, Independent Director
4. Mr. Dahyalal Bansilal Prajapati, Independent Director
5. Mr. Bangam Prasad Rao, Non-Executive Director
6. Mr. Surajit Dutta, Non-Executive Director (Ceased w.e.f August 23, 2024)
7. Mr. Shyam Lal Kapil, Executive Director (Ceased w.e.f. August, 29, 2024)
8. Mr. Krishan Kumar Gupta, Executive Director
9. Ms. Anita Goyal, Independent Director

Audit Committee (w.e.f April 25, 2024)

1. Ms. Rachana Agrawal, Chairman
2. Mr. Dahyalal Prajapati, Member
3. Ms. Anita Goyal, Member

Nomination & Remuneration Committee (w.e.f April 25, 2024)

1. Mr. Dahyalal Prajapati, Chairman
2. Ms. Rachana Agrawal, Member
3. Mr. Bangam Prasad Rao, Member
4. Mr. Subhash Chander Mittal, Member

Stakeholders Relationship Committee (w.e.f April 25, 2024)

1. Mr. Anita Goyal, Chairman
2. Mr. Subhash Chander Mittal, Member
3. Mr. Krishan Kumar Gupta, Member

Chief Financial Officer

Mr. Bal Mukund Kumar

Company Secretary and Compliance Officer

Mr. Ravinder Kumar Bhatia

Statutory Auditors

A Y & Company, Chartered Accountants, Jaipur

Registrar & Share Transfer Agent

Skyline Financial Services Private Limited

D-153/A, 1st floor, Phase I, Okhla Industrial Area,
New Delhi, 110020
Email: info@skylinerta.com
Tel.: 011-26812682, 40450193 to 97
Website: www.skylinerta.com

Bankers

HDFC Bank Limited
Punjab National Bank
YES Bank
ICIC Bank

Corporate Identification Number (CIN)

L74900HR2009PLC039823

Registered Office

473, Sector-30, Faridabad
Haryana, India 121003

Investors Information

Visit us: www.dmengineering.net
Email: investors@dmengineering.net
Tel: +91 129 4360445

Message from the Chairman and Managing Director

Dear Shareholders,

It gives me immense satisfaction to share with you all the **15th Annual Report** of the business and operations of DMR Hydroengineering and Infrastructures Limited ('DMR' or 'Company') for the financial year ended March 31, 2024. DMR continues its path-breaking and successful run. We represent a unique model which combines the highest standards of corporate governance and people-centric culture with industry-leading results of profitability and growth.

During the Financial year 2023-24, the Company witnessed a growth of 60.40% in its revenue from operations i.e., from Rs. 437.73 Lakhs in the previous year to Rs. 702.14 Lakhs in the current year. Further, the net profit of the Company grew by 100.19% i.e., from Rs. 77.01 Lakhs in the previous year to Rs. 154.17 Lakhs in the current year.

In addition, the EBITDA from Rs. 127.17 Lakhs in the previous year to Rs. 235.41 Lakhs in FY 2023-24, which is 85.11%.

Our future growth strategy during the year 2023-24, has been continued to be built around the followings:

- Recruitment and deployment of 7 no. Senior full time experts in the leadership position for fulfilling the positions in operation and design and business development areas;
- Recruitment and deployment of middle level talent in operation and business development;
- Recruitment and deployment of fresh engineering graduates from NITs;
- Building strong order book through pro-active outreach to potential customers
- IT as backbone

To focus on growth, we have strengthened our business development division and built relationship within the country and internationally in Laos, Bhutan and Nepal.

Our pro-active reach during the year 2023-24, has resulted in acquiring several new customers and new business opportunities. We have done several assignments as lender Independent Engineers (LIE) with IREDA. We have also delivered several assignments in pump storage areas which is the most promising business opportunities for our Company.

Our Company has also acquired controlling stake in DM Consulting Engineers Private Limited which is catering to technological areas in the field of Engineering Geo-physics for sub-surface investigation for infrastructure projects.

Design services in renewable energies, dams and dams safety, small hydro, pump storage, road and rail tunnels, transmission system continuous to be our major activities areas which are driving growth of infrastructures sector in India as well as outside India.

Our domestic and international presence continues in several projects and we expect to expand domestically as well as internationally further.

As we look ahead to the future, we are optimistic and excited about the tremendous opportunity that awaits us. Our organization strives to be a global company by having its presence both in developed and developing economies across the globe in the coming 10 years. This will be achieved through management actions and continued guidance and support of shareholders, employees and customers.

Before I conclude, I would like to express my gratitude to our clients for their continued faith and trust in DMR. I am also grateful to all DMR for their commitment and dedication to enable the happiness of our clients. I am grateful to our Board of Directors, Shareholders, Employees and all other Stakeholders for their wishes, continued guidance and support that help us accelerate sustainable growth and prolific journey.

On behalf of the Board of Directors of DMR, I want to thank you for your continued trust, confidence, and support.

Let me close by wishing all of you stay safe and stay healthy and take care of yourselves.

With warm regards

Subhash Chander Mittal
Chairman & Managing Director

Company at a Glance

DMR Hydroengineering & Infrastructures Limited ('DMR' or 'Company') was incorporated under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 15, 2009.

On December 07, 2021, the Company has received the requisite approvals and is listed on the SME Platform of BSE Limited ('Stock Exchange') with a security name "DMR" and security code '543410'.

DMR provides engineering consultancy services in the infrastructures sectors such as hydropower, dams, renewables energy, tunnels and related sectors. The consulting services of the Company are focused on building innovative solutions to address needs of clients, who are EPC agencies/PSU clients/ IPP clients/ other consultants. It helps clients realize their boldest ambitions and build future-ready, sustainable businesses by leveraging our holistic portfolio of capabilities in consulting, design, engineering, and operations.

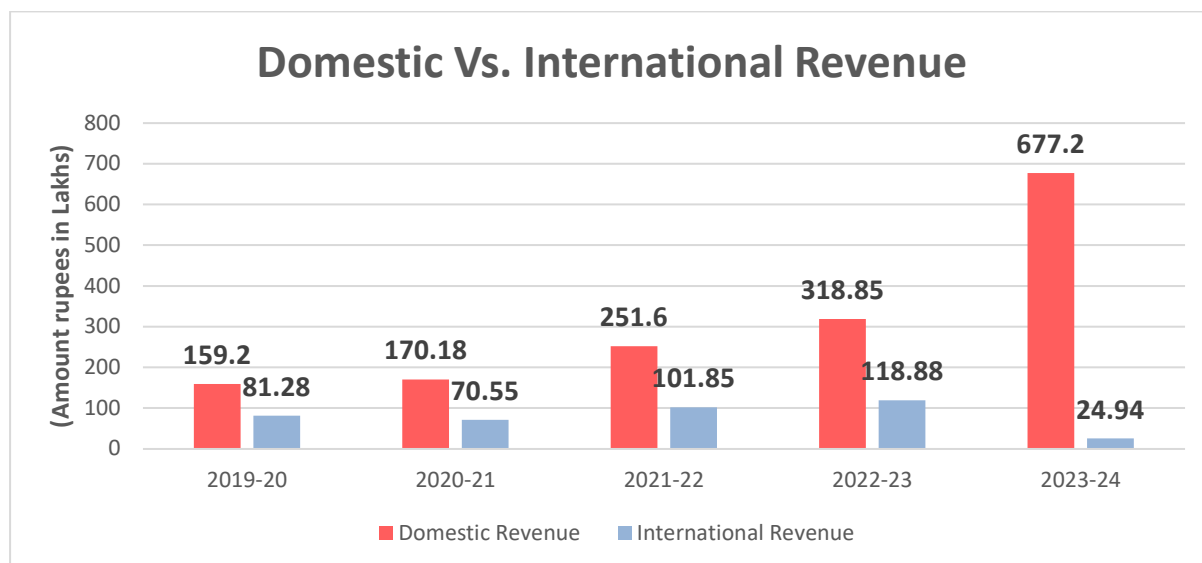
Overview of the Business

Our Company is engaged in the business of providing engineering consultancy and due diligence services to hydropower, dams, Pump-storage, roads and railway tunnels. The services offered by our Company include entire life cycle of projects covering design & engineering, due diligence & regulatory, bid management & construction engineering and quality & inspection. Our company offers Hydro Engineering and Infrastructure services viz., Strategic Advisory, Due Diligence Studies, Project Viability Analysis, Cost Benefit Analysis, Risk Analysis, Regulatory Approvals, Monitoring and Evaluation, Geological Studies, Hydrological Studies, Hydraulic Studies, Hydraulic Design of Structures, Geotechnical Design of Surface and Underground Structures, Structural Design and Analysis, Dynamic Analysis, Numerical Analysis, Instrumentation Analysis, Detailed Design and Drawings, Bid level Designs and Drawings, Detailed Project Report, Feasibility Report, Layout Studies and Alternatives Analysis, Design Review, As Built Drawings, Bid documents, Bill of Quantities, Construction Planning and Scheduling, Construction Management and Method Statements, Design and Engineering Support During Construction, Rate Analysis and Cost Estimates, Contract Management, Procurement Management, Project Management, Project Commissioning, Completion Report, QA/QC plans, Quality Assurance at Site, Pre-Dispatch Inspection, Third Party Inspection, Safety Inspection and O & M stage Inspection.

Our Company deals in Business to Business (B2B) category and caters to both domestic and international markets. Domestically, we have strong presence across many 15+ states in India with multiple projects in J&K, Uttaranchal, Himachal Pradesh, Rajasthan, Arunachal Pradesh, Maharashtra, Odisha, Jharkhand, Madhya Pradesh, Chhattisgarh etc. Internationally, our business operation are currently in Lao PDR, Bhutan, Nepal.

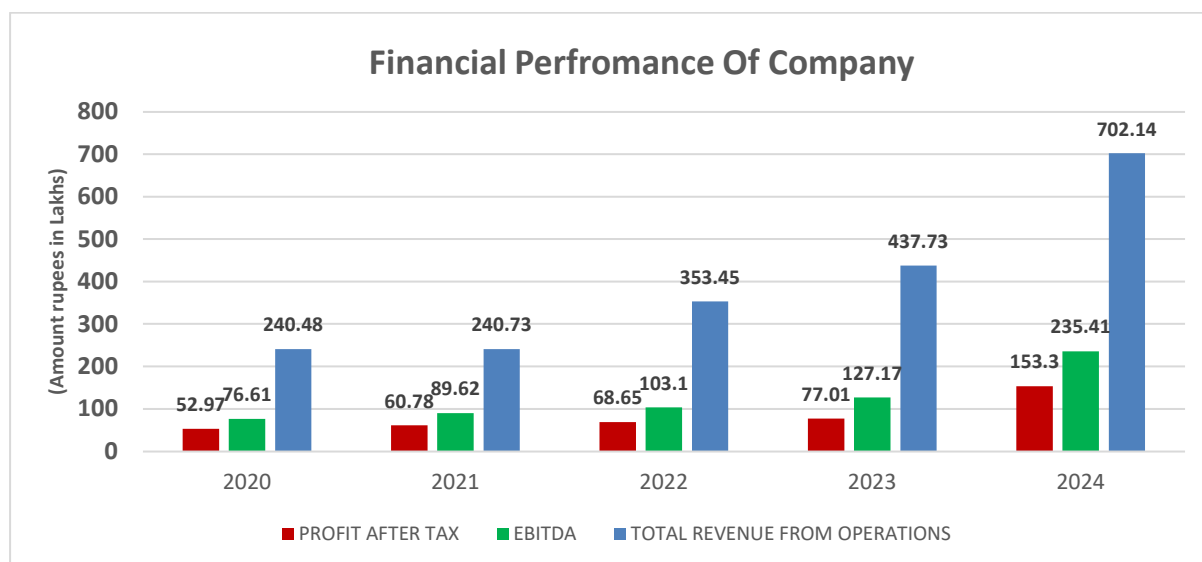
Year wise contribution from domestic and international operations are as below:

Year-wise contribution from domestic and international operations as below:



Our Company is promoted by Subhash Chander Mittal and Neelam Mittal. Our Promoters manage and control the affairs of our business operations with their considerable experience in our Industry. The promoters of our Company are well qualified and possess relevant industry experience of over 20 years.

The financial performance of the Company over the past some years is provided below:



For the Financial year 2023-24, the Company witnessed a growth of 60.40% in its total revenues i.e., from Rs. 437.73 Lakhs in the previous year to Rs. 702.14 Lakhs in the current year. Further, the net profit of the Company grew by 100.19% i.e., from Rs. 77.01 Lakhs in the previous year to Rs. 154.17 Lakhs in the current year. The overall performance of the Company during financial year 2023-24, reinforces the effectiveness of the initiatives undertaken by the Company's Management leveraging better business opportunities.

Our Strengths

1. Geographical presence in both domestic and international markets

Our Company deals in Business to Business (B2B) category and caters to both domestic and international markets. Domestically, we have Strong presence across many 15+ states in India with multiple projects in J&K, Uttaranchal, Himachal Pradesh, Rajasthan, Arunachal Pradesh, Maharashtra, Odisha, Jharkhand, Madhya Pradesh, Chhattisgarh etc. Internationally, our business operation in Lao PDR, Bhutan, Nepal, Cambodia, Nigeria. For the financial year ending 2024 and 2023 our revenue from exports contributed 24.94 lakhs and 118.88 lakhs respectively of our revenue from operations.

2. Wide service portfolio

Our Company is engaged in the business of providing engineering consultancy and due diligence services to hydropower, pump storage, dams, roads and railway tunnels. The services offered by our Company include entire life cycle of projects covering design & engineering, due diligence & regulatory, bid management & construction engineering and quality & inspection. Given below is the list of services offered by our Company.

<p>Design & Engineering</p> <ul style="list-style-type: none"> i. Topographical Surveys ii. Geotechnical Investigations iii. Geological Mapping iv. Feasibility Report v. Detailed Project Report vi. Hydrological Studies vii. Hydraulic Design of Structures viii. Hydraulic Model Studies ix. Geotechnical Design of Surface & Underground Structures x. Structural Design and Analysis xi. Concrete Technology & Grouting Technology xii. Numerical Analysis xiii. Instrumentation Analysis xiv. Detailed Design and Drawings 	<p>Bid Management & Construction Engineering</p> <ul style="list-style-type: none"> i. Tender documents and BOQ ii. Construction Planning & Scheduling iii. Construction Management & Method Statements iv. Design & Engineering Support During Construction v. Billing, Rate Analysis and Cost Estimates vi. Contract Management & Claims Management vii. Procurement Management viii. Project Management ix. Time Studies x. Project Commissioning
<p>Quality & Inspection</p> <ul style="list-style-type: none"> i. QA/QC plans ii. Lab Testing iii. Quality Assurance at Site iv. Pre-dispatch Inspection v. Third Party Inspection vi. Compliance Audit 	<p>Due Diligence & Regulatory</p> <ul style="list-style-type: none"> i. Strategic Advisory ii. Due Diligence Studies iii. Project Development Services iv. Impact Assessment, Monitoring & Evaluation

vii. Dam Safety & Inspections	v. Regulatory Support and Assessment
	vi. Environment Studies
	vii. Health & Safety

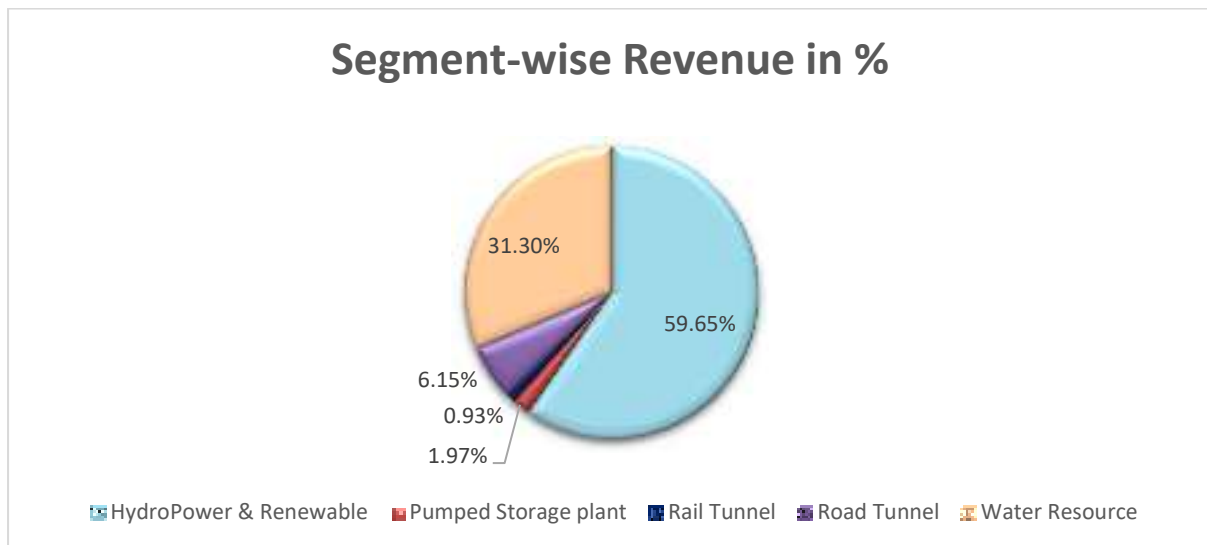
3. Experienced management and dedicated employee base

We have an experienced management team with significant experience in the engineering industry. We believe this facilitates effective operational coordination and continuation of business strategies. Their individual industry experience enables us to anticipate and address market trends, manage and grow our operations. Further, DMR has a strong corporate functions team with dedicated finance, IT, CS, HR and business developments team.

Further our engineering employees include experienced senior executives, having sound technical experience and are well versed with the use of engineering software such as STAD Pro, Auto CAD, Revit, Civil 3D, Hammer Opeflows, RS2/RS3 etc. and proprietary Software related to Geo Technical Engineering, Structural Engineering. We believe that our management team and other key managerial personnel are well qualified with significant market experience and has been responsible for the growth in our operations and have enabled us to extend our operational capabilities, improve the quality of services provided, continuously upgrade our process and achieve our growth in the industry.

4. Established presence in diversified sectors

We provide consultancy services across diverse sectors such as hydropower and small hydro sector, renewables, water resources, pump storage, dams, barrages & weirs, rail tunnels, road tunnels, mining and urban infrastructure. Sector wise revenue break up for the financial year ended March 31, 2024 is mentioned below.



Company's Vision, Mission & Values

Vision

The Company is committed to becoming a Global Infrastructure Consulting Company of high repute working on various projects across multiple countries and sectors, consistently delivering high-quality solutions.

Mission

The Company aims to partner with our customers to deliver robust and world-class infrastructure solutions to our communities.

Values

i. Integrity and Transparency

The Company strives to be a long-term reliable partner. We recognize our responsibility in creating robust infrastructure and partner with our customers in realizing their vision for the project, delivering accurate results every time.

ii. Design and Engineering Partner

DMR commits to bring in global best practices in Design and Engineering to all its projects. Our research and development initiatives help in adapting global best practices to local conditions.

iii. Customer Centric

Our primary focus is on the needs of our customers and their projects. Our team structure and delivery models are aligned to this core principle of ensuring the success of our customers' projects.

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Board of Directors



Mr. Subhash Chander Mittal is a Promoter as well as Chairman and Managing Director of the Company. He has been on the Board of Directors of the Company since incorporation. He holds the degree in Bachelor of Science in Civil Engineering from Regional Engineering College of Kurukshetra University, Haryana, India. He has diverse experience of more than 38 years in the field of engineering consulting industry. He has contributed immensely in the engineering of large infrastructure projects in water sector, energy sector and mobility sector. He looks after the overall business operations of the Company including technical operations, strategy and marketing plans of our Company.



Mrs. Neelam Mittal is Promoter and Executive Director of the Company. She has been on the Board of the Company since incorporation. She holds Master degree in Economics from Kurukshetra University. She holds more than a decade experience in the field of engineering industry consulting business. She leads and mentors the human resource department of the Company.



Mr. Bangam Prasad Rao is Non-executive Director of the Company. He holds the degree in B. Sc (Engineering) Civil from Regional Engineering College Rourkela, India. Prior to working with our Company, he was employed with NHPC Limited as General Manager. He has more than 35 years of experience in the field of construction management. He has implemented a number of land mark hydro power projects in the country such as Indira Sagar, HEP 1000 MW and Omkareshwar HEP 400 MW.



Ms. Rachana Agrawal is Independent Director of the Company. She is a Fellow member of the Institute of Chartered Accountant of India. She has also completed practical training and has passed the Information System Audit Assessment Test conducted by The Institute of Chartered Accountant of India, in 2013. She has more than 30 years professional experience in finance and accounts.

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Mr. Dahyalal Prajapati is an Independent Director of the Company. He is a high achieving individual and an enthusiastic learner who has a keen interest in finance with MBA (Finance) qualification. Currently he is associated with one of the leading SAP Services & Implementation Partner Company in Ahmedabad, Gujarat. He has well rounded experience in business management from managing business strategies to managing operations to providing board level

oversights & governance. He is passionate about helping SME and Start-up mentoring. His areas of work include credit analysis, equity research, corporate finance, investment banking and IT industry. He has spent 15 years in corporate organizations such as BSE India, CARE Ratings, Marwari Shares & Finance and CRISIL Limited.



Mr. Krishan Kumar Gupta is an Executive Director and Senior Vice President of the Company. He 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. 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. 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).



Ms. Anita Goyal is an Independent Director of the Company. Anita Goyal is presently Full Professor of Marketing at the Indian Institute of Management Lucknow, India. Anita 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, Anita currently teaches Masters and Doctorate courses, and conducts sessions in short-term academic as well as training programs for industry executives. She co-ordinates a number of management development programs for

industry executives and also chairs the academic administrative positions. Anita 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]. 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. Anita has supervised a number of BBA and MBA dissertations with Thames Valley University, London, and an ongoing doctoral thesis advisor for marketing scholars. She has to her credit research articles in reputed national and international journals, book chapters, and marketing cases. Anita is the editor of a book on ‘Innovations in Services Marketing and Management’ with IGI Global, USA, and also guest edited journals’ special issues. Anita has presented number of papers in national and international conferences. Her research interests encompass areas of brand management, product marketing, and consumer behavior with a focus on consumer decision-making process. She was recognized as Gandhi Chhatra twice in 1988 and 1989.

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Leadership Team



Subhash Chander Mittal
Founder and CMD
Ex. NHPC



K K Gupta
Sr. Vice President, Projects
Ex- L&T, CWC



Rajan Kumar
Sr. Vice President, Operations
Ex-NHPC



N K Jain
Sr Vice President, Civil
Ex NTPC, NHPC



Arvind Bhat
Sr. Vice President, E&M
Ex-NHPC



Mohan Lal
Sr Vice President, BD & RE
Ex-PFC



N K Mathur
Sr. Vice President, Geology
Ex- NHPC



B B N Subudhi
Sr. Vice President, Contracts
Ex-NHPC



A K Jha
Vice President, Field Engineering
Ex- CWC

ESG

Overview

The 2030 Agenda for Sustainable Development, with 17 Sustainable Development Goals (SDG) at its core, adopted by all United Nations Member States in 2015, provides a shared blueprint for peace and prosperity for people and the planet, now and into the future. At its heart are the 17 Sustainable Development Goals (SDGs), which are an urgent call for action by all countries - developed and developing - in a global partnership. They recognize that ending poverty and other deprivations must go hand-in-hand with strategies that improve health and education, reduce inequality, and spur economic growth – all while tackling climate change and working to preserve our oceans and forests.

ESG (Environmental, Social and Governance) is an approach that covers an investment strategy that takes into account the sustainability aspirations of companies, including environmental, social and corporate governance aspects in the decision-making. The priority areas of the Environmental aspect are climate risks, resource management and clean energy, greenhouse gas (GHG) emissions, waste management; the most important issues of the Social perspective are diversity, human rights and corporate social responsibility, cyber security; and from the point of view of corporate governance, business ethics, transparency and the avoidance of corruption are crucial points.

In recent years, climate change concerns and sustainable development have taken centre stage in global and national priorities. There has been a growing recognition of the significant financial and economic impacts of Environmental, Social and Governance (ESG) risks across the globe, with many international bodies and financial regulators emphasising on ESG-related issues.

ESG and SDG



DMR and ESG

Environmental

As an Engineering Consulting Company, DMR is committed to providing sustainable growth in the business. We believe that sustainable behavior in every aspect of our business is a natural prerequisite for building stronger relationships with customers and employees and contributing to positive development in society. We intend to enable a low-carbon and resource-wise economy, empower our people & communities, and embed responsible Corporate Governance and Business Integrity practices throughout the Company by following leading national and global regulations, guidelines, and frameworks.

Our environmental goals are focused on optimizing energy, making responsible use of our natural resources, and reducing waste to create sustainable progress. We will also maximize the usage of renewable energy while reducing the use of fossil fuels by working closely with our value chain partners to assess and help reduce the environmental impact.

Social

Social Responsibility being one of the core values of DMR, we adopt policies that promote the well-being of society and the environment. We also encourage volunteering, contributions that benefit the environment, and engaging in the joy of giving.

Talent Management

At DMR, have a contemporary and diverse senior leadership. We have an ambitious program to hire the right talent with diverse backgrounds. We are growing our existing talent by upskilling and reskilling them in client relevant areas by investing on digital learning platforms that enable ‘anytime, anywhere’ learning, social and community learning, mentoring networks and talent champions.

We have created leadership development programs across business, technology and functions with dedicated mentors for succession planning, function rotation, for better business understanding and as rewards and recognition programs to recognize the efforts and value.

Employees are key to propelling our business growth through their expertise, experience, skills and knowledge. DMR thus encourages a work culture that ensures their health, well-being and safety, supports diversity and inclusivity and provides equal opportunity to all its people. These values enable us to attract the best talent and unlock their full potential, thereby making us an employer of choice.

Diversity, Equity and Inclusion

DMR is an equal opportunity employer and has a well-defined and progressive Diversity, Equity and Inclusion (‘DEI’) policy embracing all diversity parameters which includes gender, marital status, religion, race/caste, colour, age, ancestry, nationality, language, ethnic origin, socio-economic status, physical appearance, disability, sexual orientation, gender identity and/or expression and any other category protected by applicable law.

DMR recognizes that a diverse and inclusive workforce is necessary to drive innovation, foster creativity, and guide business strategies. We believe Diversity & Inclusion (D&I) is a journey, not a destination. Our persistent emphasis on fostering an inclusive environment helps everyone to retain their identity both professionally and personally. We have designed comprehensive programs that promote equal opportunities, foster inclusivity, and eliminate biases.

Ethical Practices to attain the highest level of Governance

We prioritise the equilibrium between profitability and responsibility to our stakeholders. Our corporate governance framework promotes ethical practices throughout the organisation, while transparent communication ensures effective engagement with stakeholders.

We are committed to upholding the highest standards of ethical, social, and environmental responsibility in all aspects of our operations. Compliance is a crucial element of our business strategy, and we consistently strive to ensure that we are fully compliant to all relevant laws and regulations.

DMR firmly believes, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation.

Business Ethics

DMR is committed to conducting its business in accordance with the applicable laws, rules, and regulations with the highest standards of business ethics, integrity, environmental responsibility, and social responsibility. We aim to providing end-to-end creative business solution to their clients with effective and efficient manner.



Strategic focus for growth

Push for Growth with New Clients

1. Systematically pitch to large clients in India who are developing significant number of new projects in pumped storage and hydropower
 - Some examples of these clients are SJVN, JSW Energy, Torrent Power, Adani, GreenKo etc.

Push for Growth in New Markets

1. Pursue dam rehabilitation and safety work in countries such as United States which has a lot of potential
2. Participate in pumped storage development, and small hydro in South/Southeast Asia (Lao, Bhutan etc.) and Africa that has similar potential as India
3. Expand to engineering consulting in solar energy projects

Strengthen Technical and Delivery Capabilities

1. Hire middle managers that can independently deliver large projects
2. Build and expand in new areas such as commercial due diligence, 3D modelling etc.
3. Invest in physical and technology infrastructure

Directors' Report

Dear Members,

Your directors are pleased to present the **15th Annual Report** on the business and operations of **DMR Hydroengineering and Infrastructure Limited** (hereinafter referred to as the "Company") along with the Audited Financial Statements for the financial year ended March 31, 2024.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

The financial performance of the Company is summarized below:

(Amount in Lakhs)			
	Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
I	Revenue from Operations	702.14	437.73
II	Other Income	34.21	8.99
III	Total Revenue (I+II)	736.35	446.72
IV	Total expenses (IV)	529.85	344.51
V	Profit before tax (III-IV)	206.49	102.21
VI	Tax Expense		
	1 Current Tax	55.39	23.18
	2 Deferred Tax	(3.06)	2.01
	Total Tax Expense (VI)	52.33	25.20
VII	Profit/(Loss) for the period (V-VI)	154.17	77.01
VIII	Earnings per equity share		
	(1) Basic	4.08	2.07
	(2) Diluted	4.08	2.07

2. OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY

During the Financial year 2023-24, the Company witnessed a growth of 60.40% in its revenue from operations i.e., from Rs. 437.73 Lakhs in the previous year to Rs. 702.14 Lakhs in the current year. Further, the net profit of the Company grew by 100.19% i.e., from Rs. 77.01 Lakhs in the previous year to Rs. 154.17 Lakhs in the current year.

The overall performance of the Company during financial year 2023-24, reinforces the effectiveness of the initiatives undertaken by the Company's Management leveraging better business opportunities.

3. DIVIDEND

The Board of Directors in its meeting held on August 23, 2024, has recommended to the shareholders a final dividend of Rs. 0.12/- per equity share for the financial year 2023-24.

The final dividend, if declared as above, would entail a total outflow of approx. Rs. 4,55,244. The dividend payment is subject to approval of members at the ensuing 15^h Annual General Meeting.

4. TRANSFER TO RESERVES

The Board of Directors proposed to transfer rest of the amount after paying dividend to the reserves.

5. CHANGES IN SHARE CAPITAL

AUTHORIZED SHARE CAPITAL

During the period under review, the authorized share capital of the Company was increased from Rs. 4,00,00,000/- (Rupees Four Crore only) divided into 40,00,000 (Forty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten) each to Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each at the 14th Annual General Meeting held on Friday, September 08, 2023.

PAID-UP SHARE CAPITAL

At the same AGM, the Company had issued, offered and allotted the 67,500 (Sixty-Seven Thousand Five Hundred Only) having face value of INR 10/- (Rupee Ten Only) 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, at a premium of INR 60.18 (Rupees Sixty and Paise Eighteen only) per equity share aggregating to INR 47,37,150/- (Rupees Forty-Seven Lakh Thirty-Seven Thousand One Hundred Fifty Only) ranking *pari passu* with the existing Equity shares, to the selected persons, by way of a preferential issue on a private placement basis (“**Preferential issue**”). The paid-up equity share capital as on March 31, 2024, was 3,79,37,000/- (Rupees Three Core Seventy-Nine Lakh Thirty-Seven Thousand only) consisting of 37,93,700 (Thirty-Seven Lakh Ninety-Three Thousand Seven Hundred only) equity shares of 10/- (Rupee Ten) each.

6. DISCLOSURES WITH RESPECT TO EMPLOYEE STOCK OPTION SCHEME

During the period under review, in order to reward, attract, motivate and retain its employees, existing or future, in or outside India, for their performance and for their contribution to the growth and profitability of the Company, it was proposed to carry out the “**DMR Employees Stock Option Plan 2023 (“Plan” or “Scheme”)**” in the Company.

Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are attached as **Annexure I** and **Annexure II**.

Pursuant to Regulation 13 of SEBI (SBEB & Sweat Equity Shares) Regulations, 2021, the Secretarial Auditor of Company i.e. Dilip Swarnkar & Associates has issued compliance Certificate dated 02nd September, 2024 confirming that the DMR

Hydroengineering & Infrastructures Limited Employee Stock Option Plan 2023 is in compliance with the SEBI (SBEB & Sweat Equity Shares) Regulations, 2021.

In this regard, the Board of Directors and Nomination and Remuneration Committee designated as Compensation Committee in accordance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), at their respective meetings held on Saturday, February 04, 2023 had approved the Scheme. Subsequently, the members of the Company in their 14th Annual General Meeting dated September 08, 2023 had also approved the same. The Company filed an application with BSE Limited on October 07, 2023, to obtain In-principle approval for implementing the Scheme. The Company received In-principle approval for 2,00,000 equity shares of Rs. 10 each/- to be issued under **DMR ESOP Plan 2023** from BSE Limited on October 17, 2023.

7. LISTING OF SHARES

During the period under review, the Company has been paid the annual listing fees to BSE Limited for the financial year 2023-24.

8. SUBSIDIARIES COMPANIES

As on March 31, 2024, your Company has a wholly-owned subsidiary namely “**DMR Consulting Inc.**” in Delaware, United States of America. The statement under Section 129(3) of the Companies Act, 2013 in respect of the subsidiaries in **Form AOC-1** is attached as **Annexure-III**.

Further, during the period under review, the Board of Directors of the Company at its meeting held on April 29, 2023 has *inter alia* approved the strategic investment in DM Consulting Engineers Private Limited (“**DM Consulting**”) by subscribing to the equity shares equivalent to 49% of the issued and paid-up share capital of DM Consulting. Accordingly, post the allotment the equity shares allotted through Private Placement and thereafter, Rights Issue, the Company’s shareholding was remaining the same i.e. 49% of the total shareholding of DM Consulting as on March 31, 2024. The Consolidated Accounts of your Company duly audited by the Statutory Auditors are presented as part of this Report.

The financial statements together with related information and other reports of the subsidiaries are available on the website at <https://dmrengineering.net/financial-results/>

9. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business of your Company during the Period under review.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Directors of your Company, to the best of their knowledge, belief and ability and explanations obtained by them, state that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures from the prescribed accounting standards;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of your Company at the end of the financial year 2023-24 and of the profit and loss of your Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and were operating effectively;
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2024, the Board of the Company was duly constituted with 9 (Nine) Directors comprising of 1 (One) Managing Director, 2 (Two) Whole-Time Director, 3 (Three) Non-Executive Director and 3 (Three) Independent Directors. During the Period under review, there were following changes in the Board of Directors of the Company:

- i. The Board of Directors of the Company has appointed Ms. Anita Goyal (DIN: 10249700), as an additional director in the capacity of Independent Director w.e.f July 25, 2023. Her appointment was approved by the shareholders in the 14th Annual General Meeting held on September 08, 2023 for a term of 5 (five) consecutive years with effect from July 25, 2023 till July 24, 2028. In the opinion of the Board, Ms. Anita Goyal, Independent Director is person of integrity and have the relevant expertise, experience and proficiency as required under the Act.
- ii. The Board of Directors of the Company has appointed Mr. Shyam Lal Kapil (DIN: 10249705), as an additional director in the capacity of Whole-time Director w.e.f July 25, 2023. His appointment was approved by the shareholders in the 14th Annual General Meeting held on September 08, 2023 for a period of 3 years, with effect from July 25, 2023.
- iii. The Board of Directors of the Company has appointed Mr. Krishan Kumar Gupta (DIN: 10249694), as an additional director in the capacity of Whole-time Director w.e.f July 25, 2023. His appointment was approved by the shareholders in the 14th Annual General Meeting held on September 08, 2023 for a period of 3 years, with effect from July 25, 2023.

- iv. The Board of Directors of the Company in its meeting held on January 19, 2024 has also approved the change in designation of Mr. Shyam Lal Kapil (DIN: 10249705) from Whole-time Director to Non-executive Director of the Company, with effect from February 01, 2024 subject to the approval of the shareholders in the upcoming Annual General Meeting of the Company.
- v. The office of Mr. Bangam Prasad Rao (DIN: 09335571) Director was retired by rotation and was re-appointed by the members as a Non-executive Director of the Company in the 14th Annual General Meeting held on September 08, 2023.

Further, the following changes have taken place in the Board of Directors of the Company post the financial year 2023-24.

1. Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Surajit Dutta (DIN: 06687032) was liable to retire by rotation under the provision of the Companies Act, 2013, and the Board has not recommended his re-appointment. As a result, Mr. Dutta's has retired from his position as Director, effective from August 23, 2024.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company:

- i. Mr. Subhash Chander Mittal, Chairman and Managing Director
- ii. Ms. Neelam Mittal, Whole Time Director
- iii. Mr. Bal Mukund Kumar, Chief Financial Officer
- iv. Mr. Ravinder Kumar Bhatia, Company Secretary and Compliance Officer
- v. Mr. Divay Mittal, Executive-vice President and Key Managerial Personnel (w.e.f February 01, 2024)

12. DECLARATION OF INDEPENDENT DIRECTORS

All the Independent Directors of your Company have submitted their declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act, read with rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and are not disqualified from continuing as Independent Directors of your Company.

Further, all the Independent Directors of your Company have complied with the requirement of inclusion of their names in the Databank of Independent Directors maintained by Indian Institute of Corporate Affairs.

Further, in the opinion of Board of Directors, the Independent Directors of the Company are the persons of integrity and possess relevant expertise and experience (including the proficiency).

13. POLICY ON REMUNERATION OF DIRECTORS, KMPS, AND OTHER EMPLOYEES

The remuneration paid to the Directors, KMPs and employees of the Company is in accordance with its Nomination and Remuneration Policy formulated under Section 178 of the Act.

The Remuneration Policy of the Company has been formulated to create a high-performance culture in the Company. It enables the Company to attract, retain and motivate employees to achieve results. Our Business Model promotes customer centricity and requires employee mobility to address project needs. This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, KMPs and other employees of the Company.

The Remuneration Policy duly approved by the Board of Directors, is uploaded on the website of the Company. The web link to the Remuneration Policy is as under: <http://www.dmengineering.net/demo2/wp-content/uploads/2022/07/Remuneration-Policy.pdf>

14. NUMBER OF BOARD MEETINGS & COMMITTEE MEETINGS

BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company, apart from other statutory matters as required to be deliberated and approved by the Board. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director.

During the Period under Review, the Board of Directors met 5 times i.e. on April 29, 2023, July 25, 2023, August 12, 2023, October 16, 2023 and January 19, 2024.

All the meetings were held with a gap of less than 120 days.

AUDIT COMMITTEE

In terms of the requirements of Section 177 of the Act, the Company has constituted the Audit Committee. The Committee *inter alia* reviews the Financial Statements before they are placed before the Board, related party transactions, the internal control system, reports of Internal Auditor and compliance of various Regulations.

As on March 31, 2024, the Committee consisted of Ms. Rachana Agrawal, Independent Director, Mr. Dahyalal Bansilal Prajapati, Independent Director, Mr. Surajit Dutta, Non-executive Director of the Company. Ms. Rachana Agrawal acted as the Chairperson of the Committee.

During the Period under Review, the Audit Committee met 4 times i.e. on April 29, 2023, July 25, 2023, October 16, 2023 and January 02, 2024.

Due to change in the Board structure of the Company post March 31, 2024, the Committee constitution has also changed and the same may be accessed under the head 'Corporate Information' forming part of the Annual report.

NOMINATION AND REMUNERATION COMMITTEE

In terms of the requirements of Section 178 of the Act, the Company has constituted the Nomination & Remuneration Committee. The Committee *inter alia* identifies persons who are qualified to become directors and who may be appointed in the senior management.

As on March 31, 2024, the Committee consisted of Mr. Dahyalal Bansilal Prajapati, Independent Director, Mr. Subhash Chander Mittal, Chairman and Managing Director, Ms. Rachana Agrawal, Independent Director of the Company. Mr. Dahyalal Bansilal Prajapati acted as the Chairperson of the Committee.

During the Period under Review, the Nomination & Remuneration Committee met 5 times i.e. on April 29, 2023, July 25, 2023, October 16, 2023, December 01, 2023 and January 02, 2024.

Due to change in the Board structure of the Company post March 31, 2024, the Committee constitution has also changed and the same may be accessed under the head 'Corporate Information' forming part of the Annual report.

STAKEHOLDER RELATIONSHIP COMMITTEE

In terms of the requirements of Section 178 of the Act, the Company has constituted the Stakeholders' Relationship Committee. The Committee *inter alia* reviews the grievance of the security holders of the Company and redressal thereof.

As on March 31, 2023, the Committee consisted of Mr. Dahyalal Bansilal Prajapati, Independent Director, Mr. Surajit Dutta, Non-executive Director, Mr. Subhash Chander Mittal, Chairman and Managing Director of the Company. Mr. Dahyalal Bansilal Prajapati acted as the Chairperson of the Committee.

During the Period under Review, one (1) meeting of the Stakeholders' Relationship Committee was held on March 20, 2024.

Due to change in the Board structure of the Company post March 31, 2024, the Committee constitution has also changed and the same may be accessed under the head 'Corporate Information' forming part of the Annual report.

15. PERFORMANCE EVALUATION

The Nomination and Remuneration Committee in its meeting held on January 02, 2024 had also carried out evaluation of performance of the Board, its committees and individual directors.

Further, the Board of Directors in its meeting held on January 19, 2024 carried out the performance evaluation of independent directors, and the individual directors of the Company which excluded the Director being evaluated.

Further, pursuant to the provisions of the Act, the Independent Directors in their meeting held on March 20, 2024 had evaluated the performance of Non-Independent Directors, Chairperson of the Company after considering the views of the Executive and Non-Executive Directors, Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board.

The Board of Directors expressed their satisfaction with the evaluation process.

16. CORPORATE SOCIAL RESPONSIBILIITY

During the period under review, the provisions of Corporate Social Responsibility are not applicable to the Company.

17. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Directors had laid down adequate Internal Financial Controls which ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations for orderly and efficient conduct of its business.

The adequacy and effectiveness of internal financial controls of the Company has been regularly evaluated with regard to the following:

- i. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.
- ii. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of Financial Statements in conformity with Generally Accepted Accounting Principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
- iii. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
- iv. The existing assets of the Company are verified/checked at reasonable intervals and appropriate action is taken with respect to differences, if any.
- v. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

18. DEPOSITS

During the Period under review, the Company did not invite or accept any deposits from the public in terms of Chapter V of the Act. There was no default in repayment of deposits or payment of interest thereon during the year under review.

Further, the details of exempted deposits accepted by the Company during the Period under review, has been provided in the financial statements of the Company.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE ACT

All related party transactions that were entered into during the Period under review, were on arm's length basis and in the ordinary course of business. No materially significant related party transactions which required the approval of members, were entered into by the Company during the Period under review. Further, all related party transactions entered into by the Company are placed before the Audit Committee for its approval.

The particulars of the contracts or arrangements entered into by the Company with related parties as referred to in Section 134(3)(h) read with section 188(1) of the Act and rules framed thereunder, in the **Form No. AOC-2** are annexed and marked as **Annexure-IV**.

20. LOANS, GUARANTEE AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of loans, guarantees and investment covered under the provisions of section 186 of the Companies Act, 2013 read with the rules framed thereunder, as amended from time to time, are given in the notes to the financial statements. The Company has complied with the requirements of the aforementioned section of the Act, and read with the rules framed thereunder, as amended from time to time.

21. STATUTORY AUDITORS

The Statutory Auditors have submitted their Report on the Financial Statements for the financial year ended March 31, 2024, which forms part of this Report. The Statutory Audit Report does not contain any qualification, reservation or adverse remark. The Auditor's Report read together with the notes to Accounts is self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

22. SECRETARIAL AUDITOR

The Board of Directors of the Company at its meeting held on April 25, 2024 had appointed M/s Dilip Swarnkar & Associates, Practicing Company Secretaries, Mumbai (Firm Unique Code S2022MH892300) as Secretarial Auditors of the Company for conducting the Secretarial Audit of the financial year ended March 31, 2024.

The Secretarial Auditors have submitted their report to the Board of Directors and the same is annexed herewith and marked as **Annexure-V**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. Further, the Secretarial Audit Report is self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

23. INTERNAL AUDITOR

The Board of Directors in its meeting held on February 04, 2023 had appointed Mr. Ravinder Kumar Bhatia, Company Secretary & Compliance Officer of the Company as Internal Auditors for the financial year 2022-23 and 2023-24 to conduct the internal audit of the various areas of operations and records of the Company.

The periodic reports of the said internal auditors are regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies on the working of the various departments.

24. PARTICULARS OF EMPLOYEES AND REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure-VI**.

25. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information with respect to energy conservation, technology absorption and foreign earnings and outgo is annexed herewith as **Annexure-VII**.

26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the financial year 2023-24, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this report and marked as **Annexure-VIII**.

27. MAINTENANCE OF COST RECORDS

Your Company is not required to maintain cost accounting records as specified under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

28. VIGIL MECHANISM & WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 of the Act, the Company has framed a 'Whistle Blower Policy' to establish Vigil Mechanism for directors and employees to report genuine concerns within the Company. This policy provides a process to disclose information, confidentially and without fear of reprisal or victimization, where there is reason to believe that there has been serious malpractice, fraud, impropriety, abuse or wrong doing within the Company. The Company ensures that no personnel have been denied access to the Chairperson of the Audit Committee.

The Policy is available on the website of the Company at <http://www.dmengineering.net/demo2/wp-content/uploads/2022/07/Whistle-Blower-Policy.pdf>

29. RISK MANAGEMENT

The Company has put in place a risk management policy in order to *inter alia* ensure the proper risk identification, evaluation, assessment, prioritization, treatment, mitigation, and

monitoring. Further the risk management policy also provides a demarcation the role of the Board of Directors, and Audit Committee for the purpose effective Risk Management.

The Company follows a practice of identification of various risks pertaining to different businesses and functions of the Company, which may threaten its existence from time to time.

Major risks elements associated with the businesses and functions of the Company have been identified and are being addressed systematically through mitigating actions on a continuing basis.

The Audit Committee under the supervision of the Board, periodically review and monitor the steps taken by the Company to mitigate the identified risks elements.

30. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

31. FRAUD REPORTING

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013 to the Audit Committee or the Board of Directors during the Period under review.

32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF YOUR COMPANY SINCE THE CLOSE OF FINANCIAL YEAR ENDED MARCH 31, 2024 AND TO THE DATE OF THIS REPORT

There have been no other material changes and commitments affecting the financial position of the Company since the close of financial year ended March 31, 2024 and to the date of this report.

33. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company is in compliance with the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

34. ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company for the financial year ended March 31, 2024 is available on the website of the Company at www.dmrengineering.net

The signed Annual Return shall be available on the website of the Company after the same is filed with the Registrar of Companies.

35. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE

During the period under review, there were no significant and material orders passed by any regulator/court/tribunal impacting the going concern status and the Company's operations in future.

36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company is committed to creating a safe and healthy work environment, where every employee, customer and other individual are treated with respect and are able to work without fear of discrimination, prejudice, gender bias or any form of harassment at workplace.

The Company has in place an Anti-Sexual harassment Policy in line with the requirements of the Sexual harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Your directors state that during the year under review, there were no cases filed pursuant to the Sexual harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There was no such instance during the Period under review.

38. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There was no such instance during the Period under review.

39. GREEN INITIATIVES

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 14th Annual General Meeting of the Company including the Annual Report for the Financial year 2023-24 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

40. APPRECIATION AND ACKNOWLEDGEMENTS

Your Board of Directors places on record its sincere thanks, appreciation and heartfelt gratitude for the continuing support of banks, vendors, clients, investors, Central Government, State Governments and other regulatory authorities who have wholeheartedly supported the Company in its prolific journey over more than 15 years.

Your Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company.

**For and on behalf of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Sd/-
Subhash Chander Mittal
Chairman & Managing Director
DIN: 02861072**

**Sd/-
Neelam Mittal
Whole-time Director
DIN: 02861064**

**Place: Faridabad
Date: 23.08.2024**

Annexure-I

DMR Employees Stock Option Plan 2023

[Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014]

Sr. No.	Description	Details
i.	Options granted;	Grant of 6500 stock options to the eligible identifiable employees of the Company, as determined by the Nomination, Remuneration Committee designated as the Compensation Committee.
ii.	Option vested;	Nil. Options will be vested after completion of 1 (one) year from the date of grant of Options.
iii.	Options exercised;	Nil
iv.	The total number of shares arising as a result of exercise of option;	Nil
v.	Options lapsed;	Nil
vi.	The exercise price;	The Options are being granted at INR 45 (Indian Rupees Forty-Five) per Option i.e. at 50% (approx.) discount on the Market Price of the shares. The Market Price means the latest available closing price on SME Platform of BSE Limited at which the shares of the Company were listed, as of November 30, 2023, being the preceding the date on which the Grant of Options was approved.
vii.	Variation of terms of options;	Nil
viii.	Money realized by exercise of options;	Nil
ix.	Total number of option in force;	Nil
x.	Employee wise details of options granted to:	a) Mr. Ravinder Kumar Bhatia, Company Secretary and Compliance

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|----|--|--|
| a) | key managerial personnel; | Officer and Key Managerial Personnel |
| b) | any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year; | 500 options granted; and Mr. Bal Mukund Kumar, Chief Financial Officer and Key Managerial Personnel 500 options granted, during the financial year ended March 31, 2024; |
| c) | identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant; | b) Nil;
c) Nil. |
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**For and on behalf of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Sd/-
Subhash Chander Mittal
Chairman & Managing Director
DIN: 02861072**

**Sd/-
Neelam Mittal
Whole-time Director
DIN: 02861064**

**Place: Faridabad
Date: 23.08.2024**

Annexure-II**DMR Employees Stock Option Plan 2023**

[Pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

Sr. No.	Descriptions	Details
1.	The Board of Directors in their report shall disclose any material change in the scheme(s) and whether the scheme(s) is / are in compliance with the regulations.	Please refer to the Board's Report, heading no. 6 in the Annual Report for the FY ended March 31, 2024
2.	Further, the following details, <i>inter alia</i> , shall be disclosed on the company's website and a web-link thereto shall be provided in the report of Board of Directors.	
A.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.	Not applicable
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.	Not applicable
C.	Details related to ESOS	
i.	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including	DMR Employees Stock Option Plan 2023 ("Plan" or "Scheme")
a)	Date of shareholders' approval	September 08, 2023
b)	Total number of options approved under ESOS	The Company received In-principle approval for 2,00,000 equity shares of Rs. 10 each/- to be issued under DMR ESOP Plan 2023 from BSE Limited on October 17, 2023.

c)	Vesting requirements	There shall be a minimum vesting period of 1 year and maximum vesting period of 5 years.
d)	Exercise price or pricing formula	<p>The Exercise Price of the Options granted shall be as determined by the Compensation Committee at a discount compared to the Fair Market Value of the share as on the date of grant of option.</p> <p>Fair Market Value on any date of determination will be the latest available closing price of the equity share on such date on a Recognized Stock Exchange in India.</p> <p>The exercise Price shall not be lower than the face value per share. The Company while determining the Exercise Price shall confirm to the accounting policies.</p>
e)	Maximum term of options granted	The maximum number of Options to be granted per employee per grant shall be 10,000.
f)	Source of shares (primary, secondary or combination)	Primary
g)	Variation in terms of options	Nil
ii.	Method used to account for ESOS - Intrinsic or fair value.	Fair Value
iii.	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable
iv.	Option movement during the year (For each ESOS):	
	Number of options outstanding at the beginning of the period	Not applicable

	Number of options granted during the year.	DMR ESOP Plan 2023, Granted 6500 stock options during the financial year ended March 31, 2024.
	Number of options forfeited / lapsed during the year	Nil
	Number of options vested during the year	Nil
	Number of options exercised during the year	Nil
	Number of shares arising as a result of exercise of options	Nil
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil
	Loan repaid by the Trust during the year from exercise price received	Not applicable
	Number of options outstanding at the end of the year	Nil
	Number of options exercisable at the end of the year	Nil
v.	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Not applicable
vi.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to-	
	a) senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;	Mr. Ravinder Kumar Bhatia, Company Secretary and Compliance Officer and Key Managerial Personnel 500 options granted; and Mr. Bal Mukund Kumar, Chief Financial Officer and Key Managerial Personnel 500 options granted, during

the financial year ended March 31, 2024;

b)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	Nil
c)	identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil
vii.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:	
a)	the weighted-average values of share price;	Not applicable
	• Exercise price;	Rs. 45
	• Expected volatility;	NA
	• Expected option life;	1-5 years
	• Expected dividends;	2-3 years
	• The risk-free interest rate;	NA
	• Any other inputs to the model;	Nil
b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	Fair value and please refer to clause V in the aforementioned heading C.
c)	how expected volatility was determined, including an explanation of the extent to which	NA

expected volatility was based on historical volatility; and

-
- d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition. NA
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**For and on behalf of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Sd/-
Subhash Chander Mittal
Chairman & Managing Director
DIN: 02861072**

**Sd/-
Neelam Mittal
Whole-time Director
DIN: 02861064**

**Place: Faridabad
Date: 23.08.2024**

Annexure-III**Form No. AOC-1**

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in USD)

S. no.	Particulars	Details
1.	Name of the Subsidiary	DMR Consulting Inc.
2.	The date since when subsidiary was acquired	August 05, 2022
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2023 to March 31, 2024
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	USD 83.46

	Financial Details as on March 31, 2024	Amount in USD
5.	Share capital	3,000
6.	Reserves and surplus	-
7.	Total assets	-
8.	Total Liabilities	-
9.	Investments	-
10.	Turnover	-
11.	Profit before taxation	-
12.	Provision for taxation	-
13.	Profit after taxation	-
14.	Proposed Dividend	-
15.	Extent of shareholding (in percentage)	100%

**For and on behalf of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Sd/-
Subhash Chander Mittal
Chairman & Managing Director
DIN: 02861072**

**Sd/-
Neelam Mittal
Whole-time Director
DIN: 02861064**

**Place: Faridabad
Date: 23.08.2024**

Annexure-IV**Form No. AOC-2**

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2024, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

There were no material contracts or arrangements or transactions for the year ended 31st March, 2024.

**For and on behalf of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Sd/-
Subhash Chander Mittal
Chairman & Managing Director
DIN: 02861072**

**Sd/-
Neelam Mittal
Whole-time Director
DIN: 02861064**

**Place: Faridabad
Date: 23.08.2024**



DILIP SWARNKAR & ASSOCIATES COMPANY SECRETARIES

Mob: + 91 8356877790, 8689902140

Email: csdilipsonioffice@gmail.com

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Annexure-V

Form No. MR-3

SECRETARIAL AUDIT REPORT OF
DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED
H. NO.- 473 SECTOR-30 FARIDABAD HR 121003 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED (CIN: L74900HR2009PLC039823)** ('hereinafter called the Company') for financial year ended March 31, 2024 (hereinafter referred to as "**the Audit Period**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management of the Company, we hereby report that in our opinion, the Company had during the Audit Period complied with the statutory provisions listed hereunder and also that the Company had proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms, and returns filed during the Audit Period and other records maintained by the Company for the Audit Period, according to the provisions of the following laws:
 - I. The Companies Act, 2013 and the Rules made there under and the applicable provisions of the Companies Act, 1956;
 - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

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- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the audit period under report:
- a. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - d. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
 - f) Compliances/ processes/ systems under other specific applicable Laws (as applicable to the industry) are being relied based on Internal Report under internal Compliance system submitted to the Board of Directors of the Company.

We have also examined compliance with the applicable clauses of following:

- i. Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India; and
- ii. Listing Agreements entered by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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We further report that as per the explanations given to us and the representations made by the management and relied upon by us, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the period under review, the Company has not undertaken any specific events/actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

1. STRATEGIC INVESTMENT IN DM CONSULTING ENGINEERS PRIVATE LIMITED:

During the year under review, the board of directors of Company held on April 29, 2023 has approved the strategic investment in DM Consulting Engineers Private Limited ("DM Consulting") by subscribing to the equity shares equivalent to 49% of the issued and paid-up share capital of DM Consulting. Accordingly, DM Consulting has allotted 98,000 fully paid-up equity shares having face value of INR 10/- each, at a premium of INR 1.74/- per equity share aggregating to Rs. 11,50,520/- on August 29, 2023 to the Company. Further the DM Consulting has allotted 98,000 fully Paid-up Equity Shares having face value of INR 10/- each by way of Right issue to the Company on February 09, 2024.

2. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:

During the year under review, the Company has increased the authorized share capital of Company from existing Rs. 4,00,00,000 (Rupees Four crore only) divided into 40,00,000 (Forty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 11,00,00,000 (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakh only) Equity Shares of Rs. 10/- (Rupees Ten only) each vide approval of board of directors on February 04, 2023 and shareholders' approval on September 08, 2023.

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATIONS OF COMPANY:

During the year under review, the Company has adopted a new set of Articles of Association of the Company in substitution of and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company vide approval of board of directors on July 25, 2023 and shareholders' approval on September 08, 2023.

4. RAISING OF FUND BY ISSUE OF EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE OF COMPANY:

During the year under review, the Company has taken approval of Shareholders in the AGM held on September 08, 2023 for issue and allot 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 aggregating up to Rs. 84,21,600/-.

Further the Board of directors vide circular resolution passed on October 09, 2023 has allotted 67,500 Equity Shares to the allottees on preferential basis.

5. APPROVAL OF DMR EMPLOYEE STOCK OPTION PLAN 2023:

During the year under review, the shareholders of Company has approved the "DMR Employees Stock Option Plan 2023" in the AGM held on September 08, 2023 to create, grant, offer, issue, and allot maximum of 2,00,000 (Two Lakhs only) options, (or such other adjusted figure due to corporate action other reorganization of the capital structure of the Company) under the Plan, in one or more tranches.



DILIP SWARNKAR & ASSOCIATES COMPANY SECRETARIES

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6. APPROVAL FOR SALE OF UNDERTAKING OF THE COMPANY:

During the year under review, the Board of Directors in their meeting held on Saturday, August 12, 2023 and Shareholders in the AGM held on Friday, September 08, 2023 has approved the sell of property located at Flat No. B4-0105, First Floor, Tower B-4, La Vida, Sector 112-113, Village Bajghera, Tehsil & District Gurgaon, Haryana and as per agreement for sell executed on Friday, September 29, 2023, the Company has sold the said property at the total consideration amount of Rs. 1,48,50,000/- (Rupees One Crore Forty-Eight Lakhs and Fifty Thousand only).

**FOR DILIP SWARNKAR & ASSOCIATES
COMPANY SECRETARIES**

**DATE: 27-06-2024
PLACE: MUMBAI**

Sd/-

**DILIP KUMAR SWARNKAR
PROPRIETOR
ACS 47600 & CP 26253
UDIN: A047600F000626508**

This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



DILIP SWARNKAR & ASSOCIATES COMPANY SECRETARIES

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Email: csdilipsonioffice@gmail.com

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

ANNEXURE - A

(To the Secretarial Audit Report of DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED for the financial year ended March 31, 2024)

To,
The Members,
DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED
H. NO.- 473 SECTOR-30 FARIDABAD HR 121003 IN

Our Secretarial Audit Report for the financial year 31st March, 2024 is to be read along with this letter.

Management's Responsibility: -

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility: -

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.

Disclaimer: -

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

FOR DILIP SWARNKAR & ASSOCIATES
COMPANY SECRETARIES

DATE: 27-06-2024
PLACE: MUMBAI

DILIP KUMAR SWARNKAR
PROPRIETOR
ACS 47600 & CP 26253
UDIN: A047600F000626508

Office Address: LG 76, Xth Center Mall, Near Croma & D-Mart, Mahaveer Nagar, Kandivali West, Mumbai 400067

Annexure-VI

A. Particulars of employees for the year ended March 31, 2024 as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 is as under:

Sl. No.	Name of Director	Designation	Ratio of the remuneration of each director to the median remuneration of employees
1.	Mr. Subhash Chander Mittal	Chairman and Managing Director	3.03
2.	Ms. Neelam Mittal	Whole-time Director	-
3.	Mr. Bangam Prasad Rao	Non-executive Director	-
4.	*Mr. Surajit Dutta	Non-executive Director	-
5.	Mr. Dahyalal Bansilal Prajapati	Independent Director	-
6.	Ms. Rachana Agrawal	Independent Director	-
7.	#Ms. Anita Goyal	Independent Director	-
8.	#Mr. Shyam Lal Kapil	Non-executive Director	-
9.	#Mr. Krishan Kumar Gupta	Whole-time Director	3.03

*ceased to be a director w.e.f. August 23, 2024.

#inducted as an independent director w.e.f. July 25, 2023.

#inducted as a director w.e.f. July 25, 2023.

#inducted as a director w.e.f. July 25, 2023.

ii. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24:

Sl. No.	Name of Director/KMP	Designation	% increase in Remuneration in the financial year 2023-24
1.	Mr. Subhash Chander Mittal	Chairman and Managing Director	100%
2.	Ms. Neelam Mittal	Whole-time Director	-
3.	Mr. Bangam Prasad Rao	Non-executive Director	Not applicable
4.	*Mr. Surajit Dutta	Non-executive Director	Not applicable
5.	#Mr. Dahyalal Bansilal Prajapati	Independent Director	Not applicable
6.	Ms. Rachana Agrawal	Independent Director	Not applicable
7.	#Ms. Anita Goyal	Independent Director	Not applicable
8.	#Mr. Shyam Lal Kapil	Non-executive Director	Not applicable
9.	#Mr. Krishan Kumar Gupta	Whole-time Director	-
10.	Mr. Bal Mukund Kumar	Chief Financial Officer	23.46%
11.	Mr. Ravinder Kumar Bhatia	Company Secretary and Compliance Officer	23.33%

*ceased to be a director w.e.f. August 23, 2024.

#inducted as an independent director w.e.f. July 25, 2023.

#inducted as a director w.e.f. July 25, 2023.

#inducted as a director w.e.f. July 25, 2023.

iii. The percentage increase in the median remuneration of employees of the Company in the financial year:

During the financial year 2023-24, the median remuneration of employees of the Company was decrease by 10.81%.

iv. The number of permanent employees on the rolls of Company:

As on March 31, 2024, there were 60 permanent employees on the rolls of the Company.

v. Average percentile of increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increase in salary of the Company's employee (other than the managerial personnel) during the financial year 2023-24 was approximately 26.11%.

Further, Average percentile increase in the managerial remuneration during the financial year 2023-24 was approximately 100%.

During the financial year 2023-24, there was increase in the remuneration of Mr. Subhash Chander Mittal, Managing Director of the Company. Further, the increase in total managerial remuneration for the financial year 2023-24 was due to change in the Board.

vi. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is hereby affirmed that the remuneration paid during the year ended March 31, 2024 is as per the Remuneration Policy of the Company.

B. Particulars of employees for the year ended March 31, 2024 as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The Company did not have falling under the ambit of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

Notes:

1. Remuneration shown above includes salary, allowances, contribution to provident fund, and other perquisites as per the terms of employment.
2. All the employees have requisite experience to discharge the responsibility assigned to them.
3. Nature and terms of employment are as per resolution/appointment letter.
4. None of the employee, as referred under Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, owns 2% or more of the equity shares of the Company as on March 31, 2024.
5. Within the meaning of Section 2(77) of the Companies Act, 2013, Mr. Subhash Chander Mittal, and Ms. Neelam Mittal are the directors of the Company and are related to each other.

..... **This space has been intentionally left blank**

**For and on behalf of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Sd/-
Subhash Chander Mittal
Chairman & Managing Director
DIN: 02861072**

**Sd/-
Neelam Mittal
Whole-time Director
DIN: 02861064**

**Place: Faridabad
Date: 23.08.2024**

Annexure-VII

A. Conservation of Energy

i. Steps taken or impact on conservation of energy

The Company is in a knowledge intensive industry, and does not operate industrial machinery, production facilities, or other such energy intensive operations. DMR, taking steps toward energy conservation and efficiency, by adjusting behaviors and habits. However, as a responsible corporate citizen, it continues to pursue and adopt appropriate energy conservation measures. We continuously seek to improve environmental performance by adopting and promoting use of energy-efficient and environment-friendly technologies. We shifted most of our IT infrastructure to the cloud to enable all our team members across geographies working in a hybrid model. We also extend this further to support our customers seamlessly from a remote work environment. This results again in considerable savings in terms of power usage at our offices.

We have been established the principles of turning off devices or appliances when not in use. Usually, we turn off the fan, light, AC, refrigerator when we move out of office or when not in use. We adopt these few practices not only to save money but also to reduce the consumption of energy.

We adopt measures to conserve energy by using energy-efficient computers and equipment with latest technologies, which would help in conservation of energy. Another simple way to have a huge impact on the environment is through reducing paper consumption, by turning paper documents into electronic ones and eliminating paper from workflows. Furthermore, DMR using electric vehicles use electricity to charge their batteries instead of using fossil fuels like petrol or diesel. By reducing paper usage and fossil fuels, we create a direct impact on reducing the carbon footprint. Going paperless and electric vehicles helps to reduce CO₂ (carbon dioxide) emissions.

We, at DMR, consciously choose to print only the important documents and avoid unnecessary paper consumption to further reduce the carbon footprint. Our approach is focused on delivering seamless digital experience and solutions to our customers with end-to-end capabilities spanning the digital lifecycle.

ii. Steps taken by the company for utilising alternate sources of energy

Since the energy usage is quite minimal, the Company has not taken any steps for utilising alternate sources of energy.

iii. Capital investment on energy conservation equipment;

The Company does not require to make any capital investment on energy conservation equipments, since the energy usage is quite minimal.

B. Technology Absorption

i. The efforts made towards technology absorption;

DMR is using wide range of software for its Engineering Consulting Operations. The following software and applications as below.

S. No.	Software	Vendor
1.	AutoCAD	AutoDesk
2.	ZWCAD	ZWSoft
3	Civil3D	AutoDesk
4	RS2 & RS3	Rocscience
5	DIPS	Rocscience
6	STAAD	Bentley Systems
7	Midas	Midas Civil
8	Unwedge	Rocscience
9	Relux	Relux Informatik AG
10	Pyrosim	Thunderhead Engineering Consultants, Inc.
11.	ETAP	ETAP
12.	SDD Compliance Software	Corporate Professionals
13.	Zoho, Zoho Inventory, Zoho Projects, Zoho People, Zoho CRM	Zoho
14.	MS Office & Window 10 & 11	Microsoft
15.	One Driver Cloud Services	Microsoft
16.	Google Driver Cloud Services	Google
17.	G-Suit Email System	Google
18.	Tally Accounting Software	Tally

ii. The benefits derived like product improvement, cost reduction, product development or import substitution;

Not applicable.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

S. No.	Description	Details
a)	the details of technology imported	Slide 2 software were imported.
b)	the year of import,	Financial Year 2023-24
c)	whether the technology been fully absorbed;	Yes
d)	if not fully absorbed, areas where	Not applicable

	absorption has not taken place and reasons thereof	
--	--	--

iv. The expenditure incurred on Research and Development

The research and development expenditure of the Company are insignificant and cannot be measured in monetary terms.

C. Foreign Exchange Earnings and Outgo

i. Activities relating to exports, initiatives taken to increase exports; development of new export markets for services and export plans

During the period under review, our Company has taken various initiatives to expand its presence into new geographies by engaging consultants and business partners and been successful in building visibility about our services and offering to key clients.

ii. Foreign exchange earnings and outgo

The details of foreign exchange earnings and outgo is as under:

Particulars	Financial year 2023-24	Financial year 2023-24
Earnings	Rs. 24,94,000	Rs. 90,15,804
Outgo	Rs. 3,48,198	Rs. 16,95,357

**For and on behalf of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Sd/-
Subhash Chander Mittal
Chairman & Managing Director
DIN: 02861072**

**Sd/-
Neelam Mittal
Whole-time Director
DIN: 02861064**

**Place: Faridabad
Date: 23.08.2024**

Annexure-VIII

Management Discussion and Analysis Report

Renewable Energy in India

India stands 4th globally in Renewable Energy Installed Capacity (including Large Hydro), 4th in Wind Power capacity & 5th in Solar Power capacity (as per REN21 Renewables 2024 Global Status Report). The country has set an enhanced target at the COP26 of 500 GW of non-fossil fuel-based energy by 2030. This is the world's largest expansion plan in renewable energy.

India's installed non-fossil fuel capacity has increased 396% in the last 8.5 years and stands at more than 205.38 GW (including large Hydro and nuclear), about 45.8% of the country's total capacity (as of Jul 2024). India saw the highest year-on-year growth in renewable energy additions of 9.83% in 2022. The installed solar energy capacity has increased by 30 times in the last 9 years and stands at 87.2 GW as of Jul 2024. India's solar energy potential is estimated to be 748 GWp as estimated by National Institute of Solar Energy (NISE). The installed Renewable energy capacity (including large hydro) has increased by around 128% since 2014.

Hydroelectric Power and Pumped Storage Projects

Hydroelectric power projects with aggregate capacity of 15 GW are under construction in the country. The hydro capacity is likely to increase from 42 GW to 67 GW by 2031-32, marking an increase of more than half of present capacity.

Moreover, given the ongoing energy transitions in the country, the development of Pumped Storage Projects (PSPs) assumes importance for providing greater inertia and balancing power to the grid. PSPs are also known as 'the Water Battery', which is an ideal complement to modern clean energy systems.

As per CEA's latest report, the current potential of 'on-river pumped storage' in India is 103 GW¹⁰. It is noted that out of 4.76 GW of installed capacity, 3.36 GW capacity is working in pumping mode. About 44.5 GW including 34 GW off river pumped storage hydro plants are under various stages of development

Engineering Consulting Services in India

As a result of above trends in energy generation and consumption, there has arisen a huge need for a quality consulting services in the country to fulfil the engineering needs of the energy sector. While there are many international engineering consulting companies across Europe, US, Australia etc, not all of them are able to compete in India since the solutions to be provided should account for unique challenges and workings of India as well as a competitive cost structure. This is where DMR, with its unique problem-solving approach and its ability to leverage young talent as well as experienced talent, is able to provide a formidable and innovative services in the field of engineering consulting.

Domestic Industry Outlook in Renewable Energy

	Pumped Storage	Large Hydro	Small Hydro	Solar Energy	
New Development	Current installed capacity	4.7 GW	46 GW	4.9 GW	70 GW
	Projects under construction	2.8 GW	9 GW	0.5-1 GW	50 GW
	Expected capacity by 2030	100 GW	72 GW	6-10 GW	250 GW
	Development cost per MW	Rs 5 Cr	Rs 10-15 Cr	Rs 7-9 Cr	Rs 4-5 Cr
Dam Safety and Rehabilitation	Projects due for rehabilitation			6,000 dams every 10 years	

Company Overview

DMR Hydroengineering and Infrastructures Limited ('DMR' or 'Company') is engaged in the business of providing engineering consultancy and due diligence services to hydropower, dams, Pump-storage, roads and railway tunnels. The services offered by our Company include entire life cycle of projects covering design & engineering, due diligence & regulatory, bid management & construction engineering and quality & inspection. Our company offers Hydro Engineering and Infrastructure services viz., Strategic Advisory, Due Diligence Studies, Project Viability Analysis, Cost Benefit Analysis, Risk Analysis, Regulatory Approvals, Monitoring and Evaluation, Geological Studies, Hydrological Studies, Hydraulic Studies, Hydraulic Design of Structures, Geotechnical Design of Surface and Underground Structures, Structural Design and Analysis, Dynamic Analysis, Numerical Analysis, Instrumentation Analysis, Detailed Design and Drawings, Bid level Designs and Drawings, Detailed Project Report, Feasibility Report, Layout Studies and Alternatives Analysis, Design Review, As Built Drawings, Bid documents, Bill of Quantities, Construction Planning and Scheduling, Construction Management and Method Statements, Design and Engineering Support During Construction, Rate Analysis and Cost Estimates, Contract Management, Procurement Management, Project Management, Project Commissioning, Completion Report, QA/QC plans, Quality Assurance at Site, Pre-Dispatch Inspection, Third Party Inspection, Safety Inspection and O & M stage Inspection.

Our Company deals in Business to Business (B2B) category and caters to both domestic and international markets. Domestically, we have Strong presence across many 15+ states in India with multiple projects in J&K, Uttarakhand, Himachal Pradesh, Rajasthan, Arunachal

Pradesh, Maharashtra, Odisha, Jharkhand, Madhya Pradesh, Chhattisgarh etc. Internationally, our business operation in Lao PDR, Bhutan, Nepal, Cambodia, Nigeria.

Opportunities

- i) Increase number of clients in tunneling sector e.g., road tunnel and railway tunnel.
- ii) Focusing on national and international collaboration;
- iii) Wide range of exposure in infrastructure sector such as domestic, foreign and international market;
- iv) Collaboration with new JV, Alliance, Contractors, other Consulting Companies;
- v) Government focusing on building up Infrastructure of the Country;
- vi) Focus on global market

Threats

- i) Man power retention of existing knowledge personnel;
- ii) Change of government policy or economic downturn or other factors adversely affecting investments on infrastructure in India;
- iii) Climate change is a threat to the Company's infrastructure that may disrupt operations and potentially impact the safety and well-being of employees;
- iv) Reliability of Information Technology in infrastructure;
- v) New and existing players may flourish the same segment of industry business;
- vi) Quality Control

Segment-wise performance for Financial Year 2023-24

The segment wise performance of the Company for the financial year 2022-23 is provided below:

Segment of Revenue	Revenue Sharing in the percentage
Hydro power and Renewables	59.65
Water resource irrigation & barrage	31.30
Road Tunnel	6.15
Rail Tunnel	0.93
Pumped storage	1.97
Total	100

Outlook

The outlook of the business of our Company is pretty much bullish. The order book of the Company is expanding. Our customer base is expanding and our order size is also increasing. Our targeted business for financial year 2023-24 is on right track even at the beginning of the financial year. There is possibility of exceeding our targeted revenues for financial year 2023-24. Further, the Company also has a steady growth in its domestic as well as international business, and the management is exploring new geographical area to expand its international business. Thus, we look forward to maintain right balance of domestic and international business. We are hiring more workspace for our expanding workforce. Our dedicated Human

Resource (HR) Department is on job in spotting new talent, training them and deploying them to the assignments from the customers. Our trained manpower strength is also increasing in tandem with our business growth. The Company's focus on corporate governance has sharply increased after becoming a public listed company. We strive to practice the best ethical business environment in the Company.

Risk Management

In DMR listed below are some of the key risk's identification, anticipated impact on the company and mitigation strategies.

Key Risks	Impact on the Company	Mitigation Plan
Legal, Regulatory and Compliance Risk	The risk arises on account of non-compliance or breach of laws or regulations which the entity is supposed to adhere. It may result in deterioration of reputation in public eye.	A program on statutory compliance is in place to track all applicable regulations, obligations and corresponding actions to ensure compliance.
Business Growth Risk	The risk arises if the organization fails to undertake advance planning, testing and effective execution of critical processes, to ensure the ability to recover and maintain business operations in the event of a disruption due to internal, third party, physical, natural circumstances, etc.	Pro-active business continuity plans prepared, identifying new business opportunity, competent resources for business development and engagement with visionary leaders for guidance on growth.
Talent & Culture Risk	The company's ability to attract, develop, motivate, and retain talent is critical to its business success. A highly motivated and skilled resources are a backbone of the organization. Effective and efficient people management help business gain a competitive advantage. A risk that could arise if organizations fail to hire and manage resources appropriately.	The Company's objective is to create a workplace that promotes transparency and collaboration. The Company has implemented a comprehensive training strategy to address the development requirements of personnel at all organizational levels. This provides solutions for professional, technical, functional, and leadership development. The HR team strives ceaselessly to reach out to every employee to support their development and provide internal opportunities for career advancement. This enables them to accomplish their objectives through the development of comprehensive career and talent development plans.
Financial	The risk which has some direct	Managing financial risk through a

Risk	financial impact on the entity such as Taxation Risks, Market Risk, Foreign Currency Risk, Credit Risk, Liquidity Risk, Operational Risk, Country Risk.	four-stage process such as Identifying potential financial risks, Analyzing and quantifying the severity of these risks, deciding on a strategy to manage these risks and monitoring the success of the strategy.
Environment, Social and Governance (ESG) Risk	ESG is the social compass of an organization and is used by conscious investors and clients for strategic partnerships. A low sustainability score will impact business growth and lead to financial and reputational impact.	DMR taken various precautionary steps towards improving and developing of ESG framework by focusing on Sustainability Initiatives, Business Ethics, ESG Reporting, ESG Activities, Human Rights Management.
Employee Health & Safety Risk	Providing a healthy and safe working environment will improve employee productivity, retention and avoid any reputation impact. It also helps business gain a competitive advantage.	Awareness and training programs, and support for physical and psychological issues, taken medical insurance of all permanent employees.
Fraud and Anti Bribery and Anti-Corruption (ABAC) Risk	Integrity is of utmost priority for safeguarding market confidence and building client trust. Non-compliance to ABAC requirements or fraud instances can expose an organization to reputational and financial damage.	DMR Business Code of Conduct is based on integrity and transparency manner. Further, DMR conduct ABAC program, Risk Management program for ensures a strong governance in the Company.
Corporate Governance Risk	Corporate governance is critical for the success of DMR and any risks can result in reputation loss and damage to stakeholder trust and business disruption.	Periodical internal reviews, audit and presentations on changes introduced by regulators.
Climate Change	Climate change is a threat to the Company's infrastructure that may disrupt operations and potentially impact the safety and well-being of employees.	Business continuity policy and emergency response plans are in place.

Internal Control Systems

The company's internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets.

The Internal audit is being conducted to assess the adequacy of the internal controls procedures and processes, and their reports are reviewed by the Audit Committee of the Board. Policy and process corrections are undertaken based on inputs from the internal auditors.

Discussion on Financial Performance with respect to Operational Performance

During the Financial year 2023-24, the Company witnessed a growth of 60.40% in its revenue from operations i.e., from Rs. 437.73 Lakhs in the previous year to Rs. 702.14 Lakhs in the current year. Further, the net profit of the Company grew by 100.19% i.e., from Rs. 77.01 Lakhs in the previous year to Rs. 154.17 Lakhs in the current year.

The overall performance of the Company during financial year 2023-24, reinforces the effectiveness of the initiatives undertaken by the Company's Management leveraging better business opportunities.

Human Resources

DMR firmly believes that its growth is predominantly attributed to its human capital. In light of a dynamic operating environment, employees are a crucial part of the Company for developing competencies, strategic planning, building up systems and creating a growth-oriented organizational culture. Our ability to recruit, train, retain and deploy our workforce of Engineers Professionals influences our profit margins and the results of our operations. The Company had a total workforce of 40 permanent employees as of 31st March 2023.

The Company believes that Human Resource is the most important resource at its organization which pushes the Company towards sustainable growth. The team is a balanced mix of experience and youth which allows a holistic approach to varied situations. We have continuously focused on training and development to the new Engineers appointed in the Company.

Our Company has an experienced and talented pool of employees who contribute to enhancing the business efficiency, devising strategies, setting up systems and responding to the evolving business needs.

Training is an imperative and a key cost element. The ability to train our people in the right place and invest in it ahead of time is a very important element in managing their deployment to projects and also motivating them to stay engaged.

The Company has established a Whistleblower Policy that encourages directors and employees to report instances of unethical behavior, actual or suspected fraud, or violations of the code of conduct to the Company. This policy is aimed at maintaining DMR's employees' well-being and ensure that no one is victimized or harassed.

All the above aspects of people and its correct management is critical to the continues success of the Company.

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Talent Acquisition

Out of the numerous challenges DMR has remarkably confronted the necessity of skilled and professional manpower as per the requirement of its business through use of reliable means of engagement and attractive remuneration at par with the market. The acquisition policy adopted for attracting talents as per needs of the business never put the organization yearning for requirement. Moreover, the talent recruited are well scrutinized for their knowledge, experience and potential before inducting into the organization. The average tenure of stay by an employee in the organization from induction is around 3 years at the level of executives.

Talent Management

DMR aims to attract, develop, motivate and retain diverse talent, that is critical for its competitive differentiation and continued success. The company's talent management strategy seeks to maximize the potential of every employee by creating a purpose-driven, inclusive, stimulating, and rewarding work environment, delivering outstanding employee experience, while fueling business growth. The Company strives to create a vibrant workplace and an engaged workforce by encouraging four behaviors: follow your passion, stay hungry, commit to lifelong learning and thrive together.

Talent Development

The Company considers its human capital to be the most important asset and treats its people with respect and dignity in all situations. DMR strongly believes that every employee should have access to market relevant learning opportunities for career growth. The company has adopted a segmented approach to learning to ensure this and relies primarily on target oriented mentorship, experiential learning and on job training.

Culture and Diversity

DMR never distinguishes work, conversations or conduct of its employees on the basis of Age, gender, disability, race or ethnicity. Promotion of mutual trust and respect amongst its employees are given utmost importance. The gamut of employees of DMR belongs to diverse states and socio-economic background of the country. All employees are encouraged to participate actively in discussions, innovative talks and idea generation in all work fronts and any show or act to display of harassment is not tolerated.

Key Financial Ratios

S. No.	Particular	Numerator	March 31, 2024	March 31, 2023	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	3.22	3.82	Movement is not more than 25%, so that reason is not required to be disclosed.
		Current Liabilities			

(b)	Debt-Equity Ratio	Debt	0.03	0.09	This ratio is decreased due to repayment of credit Facilities from Bank.
		Equity			
(d)	Return on Equity Ratio	Profit After Tax	22.83%	14.30%	This Ratio is increased due to increase in Profit Margins.
		Average Shareholders Equity			
(e)	Trade Receivables turnover ratio (in times)	Net Credit Sales	2.34	2.06	Movement is not more than 25%, so that reason is not required to be disclosed.
		Average Trade Receivables			
(f)	Net capital turnover ratio (in times)	Turnover	2.10	1.89	Movement is not more than 25%, so that reason is not required to be disclosed.
		Working Capital			
(g)	Net profit ratio	Profit After Tax	22.00%	17.69%	Movement is not more than 25%, so that reason is not required to be disclosed.
		Total Sales			
(h)	Return on Capital employed	Operating Profit	26.02	20.50%	This Ratio increased due to increases in Profits

Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward-looking statements' within the meaning of applicable securities laws and regulations.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

TO THE MEMBERS OF DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED

OPINION

We have audited the accompanying Standalone Financial Statements of **DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Standalone Statement of Profit and Loss for the year ended on March 31, 2024, the Standalone Statement Cash flow statement for the year ended & and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act & other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its Profit/(loss) and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Standalone Financial Statements in accordance with the standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provision of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.



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S.No.	Key Audit Matter
1.	<p>Assessment of Trade Receivables:</p> <p>The increasing challenges over the economy and operating environment in the IT industry during the year have increased the risks of default on receivables from the company's customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Based on historical default rates and overall credit worthiness of customers, management believes that no impairment allowance is required in respect of outstanding trade receivables as on March 31, 2024.</p> <p>For the purpose of impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the impairment charge.</p>
	<p>Auditor Response to key Audit Matter:</p> <p>Principal Audit Procedures: We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables and assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers • Tested subsequent settlement of trade receivables after the balance sheet date on sample basis. <p>Conclusion: We found the key judgement and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence.</p>

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON.

The company's board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the, Financial Statements and our Auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the



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Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT’S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Standalone Financial Statements to give a true and fair view of the financial position, financial performance, & cash flows of the Company in accordance with accounting standard & accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The board of directors are responsible for overseeing the company’s financial reporting process.

AUDITOR’S RESPONSIBILITY FOR THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatements of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:



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- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanation given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - (ii) The Company has made provision, as at March 31, 2024 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - (iii) The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2024.
 - (iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested



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(either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(v) The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

(vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. As required by the Companies (Auditor’s Report) Order, 2020 (the “Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For A Y & Company
Chartered Accountants
FRN : 020829C

Akanksha Gupta
Partner
M.NO. : 421545
UDIN : 24421545BKJMBA4437
Place : Faridabad
Date : 25.04.2024



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ANNEXURE “A” TO THE AUDITOR’S REPORT

Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act , 2013 (‘The Act’)

We have audited the internal financial control over financial reporting of **DMR Hydroengineering & Infrastructures Limited** (‘the company’) as of 31st March, 2024 in conjunction with our audit of the financial statement of the company for the year ended on that date.

Management Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by ICAI and the standards on auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting



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A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A Y & Company
Chartered Accountants
FRN : 020829C

Arpit Gupta
Partner
M.NO. : 421544
UDIN : 24421545BKJMBA4437
Place : Faridabad
Date : 25.04.2024



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ANNEXURE “B” TO THE AUDITOR’S REPORT

Referred to in Paragraph 2 Under “Report on Other Legal and Regulatory Requirements” of Our Report to the member of DMR Hydroengineering & Infrastructures Limited of Even Date

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- 1) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
 - (d) The company has not revalued its Property, Plant & Equipment (including Right of use assets) or intangible assets during the year
 - (e) No proceeding have been initiated or are pending against the company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- 3) In our opinion the investments made by the company are prima facie, not prejudicial to the interest of the company. Further the company has not, provided any guarantee or security, granted any loans



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or advances in the nature of loans , secured or unsecured to companies, firms, LLP or other parties covered in register maintained under section 189 of the companies act 2013. Hence the question of reporting such loans are not prejudicial to the company's interest or whether the receipt of the principal amount and interest are regular and whether reasonable steps for recovery of overdues of such loan are taken, does not arise.

- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods & Service Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities and no statutory dues were outstanding as at 31st March, 2024 for a period of more than six months from the date they became payable except as followings:
 - b) According to the information and explanation given to us, there are no dues of income tax, Goods & service tax & duty of customs outstanding on account of any dispute.
- 8) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 9)
 - a) The Company has not defaulted in repayment of any loans or other borrowings from any lender.
 - b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) The term loans were applied for the purpose for which the loans were availed.
 - d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its



A Y & COMPANY

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subsidiaries.

- f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- 10)
- a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year so that reporting under this clause is not applicable.
 - b) During the year, the Company has made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally). As per information and explanation provided to us the same is in accordance with section 42 and section 62 of the Companies Act, 2013 and the amount was applied for the purpose for which the fund actually raised.
- 11)
- a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - b) No report under sub section (12) of section 143 of the companies act has been filed in Form ADT-4 as prescribed under rule 13of companies (Audit and Auditors) Rules, 2014 with the central Government during the year and upto the date of this report..
 - c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- 12) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14)
- a) In our opinion the company has an internal audit system commensurate with the size and nature of its business.
 - b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- 15) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16)
- (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not



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applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

- 17) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- 18) During the year under review, there has been no resignation of statutory auditors during the year.
- 19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- 21) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For A Y & Company
Chartered Accountants
FRN : 020829C

Arpit Gupta
Partner
M.NO. : 421544
UDIN : 24421545BKJMBA4437
Place : Faridabad
Date : 25.04.2024

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Standalone Balance sheet as at March 31, 2024

CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31-Mar-24	31-Mar-23
I. Equity and Liabilities			
Shareholders Fund			
Share Capital	2.1	379.37	372.62
Reserves & Surplus	2.2	394.90	205.96
		774.27	578.58
Share Application Money Pending Allotment		-	-
Non-current liabilities			
Long Term Borrowings	2.3	4.02	21.34
Deferred tax liabilities (Net)	2.4	-	2.71
Long Term Provisions	2.5	16.89	8.02
		20.91	32.07
Current liabilities			
Short Term Borrowings	2.6	19.16	29.95
Trade payables			
(a) total outstanding dues of micro and small enterprises	2.7	-	-
(b) total outstanding dues other than micro and small enterprises	2.7	9.08	8.74
Other current liabilities	2.8	65.15	19.82
Short term Provisions	2.9	57.25	23.63
		150.64	82.15
Total		945.82	692.80
II.Assets			
Non-current assets			
Fixed assets			
Property, Plant & Equipments	2.10	76.31	204.06
Intangible Assets	2.10	38.04	38.65
Capital WIP	2.10	-	-
Long Term Loans & Advances		-	-
Non Current Investments	2.11	345.19	134.29
Deferred Tax Assets		0.36	-
Other Non Current Assets	2.12	1.43	2.37
		461.33	379.37
Current Assets			
Investments	2.13	-	-
Inventories		-	-
Trade Receivables	2.14	352.03	247.00
Cash & Bank Balances	2.15	46.09	9.94
Short Term loans & advances	2.16	0.75	0.84
Other current Assets	2.17	85.61	55.65
		484.48	313.44
Total		945.82	692.80

Notes on significant accounting policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For A Y & Company
Firm Registration No. 020829C
Chartered Accountants

CA Akanksha Gupta
Partner
Membership No. 421545
UDIN : 24421545BKJMBA4437
Place : Faridabad
Date : 25.04.2024

For and on behalf of the Board of Directors
DMR Hydroengineering & Infrastructures Limited

Subhash Chander Mittal Neelam Mittal
Chairman Cum Managing Director
Director
DIN : 02861072 DIN : 02861064

Bal Mukund Kumar Ravinder Kumar
Chief Financial Officer Company Secretary

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED
Standalone Statement of Profit and Loss for the period ended March 31, 2024
CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31-Mar-24	31-Mar-23
Income			
Revenue from Operations	2.18	702.14	437.73
Other Income	2.19	34.21	8.99
Total Income (I)		736.35	446.72
Expenses			
Employee benefit expenses	2.20	298.74	183.88
Finance Cost	2.21	5.73	5.64
Depreciation & Amortization Expense	2.22	23.19	19.32
Other Expenses	2.23	201.92	135.24
Total Expenses (II)		529.57	344.08
Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)		206.77	102.64
Prior period items (Net)		-	-
Profit/(Loss) before tax		206.77	102.64
Tax Expenses			
Current Tax		55.39	23.18
Deferred Tax Charge		(3.06)	2.01
Total Tax Expense		52.33	25.20
Profit/(loss) after tax		154.44	77.44
Earnings/(loss) Per Share			
Basic (Nominal value of shares Rs.10 (PY: Rs.10))	2.24	4.11	2.08
Diluted (Nominal value of shares Rs.10 (PY: Rs.10))	2.24	4.11	2.08

Notes on significant accounting policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For A Y & Company
Firm Registration No. 020829C
Chartered Accountants

For and on behalf of the Board of Directors
DMR Hydroengineering & Infrastructures Limited

Subhash Chander Mittal Chairman Cum Managing Director DIN : 02861072	Neelam Mittal Director DIN : 02861064
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CA Akanksha Gupta
Partner
Membership No. 421545
UDIN : 24421545BKJMBA4437
Place : Faridabad
Date : 25.04.2024

Bal Mukund Kumar Chief Financial Officer	Ravinder Kumar Company Secretary
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DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

CIN No: L74900HR2009PLC039823

Standalone Statement of Cash Flows for the period ended March 31, 2024

Statement of Cash Flows for the period ended March 31, 2024

(Amount in Lakhs)

Cash flow statement as at	31-Mar-24	31-Mar-23
Cash flow from operating activities		
Net Profit before tax and extraordinary items	206.77	102.64
Non-Cash adjustment to reconcile profit before tax to net cash flows		
Depreciation	23.19	19.32
Interest Received	(14.71)	(7.24)
Profit from Sale of Fixed Assets	(19.50)	
Gratuity Expenses	6.62	8.48
Finance Cost	2.87	5.14
Operating profit before Working Capital changes	205.24	128.34
Change in Working Capital	(89.22)	(45.35)
Increase/(Decrease) in Trade Payables	0.34	2.16
Increase/(Decrease) in Other current Liabilities	45.33	17.10
Decrease/(Increase) in Trade receivables	(105.03)	(69.61)
Increase in Short Term Loans & Advances	0.10	(0.36)
Decrease/(Increase) in Other Current Assets	(29.96)	5.36
Cash generated from operations	116.02	82.99
Income Tax(Paid)/ Refund	(23.18)	(21.41)
Net Cash flow from / (used in) Operating activities (A)	92.84	61.58
Cash Flow from/(used in) Investing Activities		
Purchase of Fixed Assets	(22.35)	(44.49)
Sale of Fixed Assets	150.69	
(Purchase) Sales of Investments	-	118.85
Interest received	14.71	7.24
Decrease/(Increase) in Long Term Investments	(210.90)	(123.74)
Increase in Other Non Current Assets	0.94	0.09
Net Cash (used in) investing activities (B)	(66.93)	(42.06)
Cash Flow from/ (used in) Financing Activities		
Payment of Finance Cost	(2.87)	(5.14)
Repayment of Borrowings`	(28.12)	(19.64)
Dividend Paid During the year	(4.10)	(3.73)
Proceeds from Equity Share Capital	6.75	-
Proceeds from Securities Premium (Net off IPO Expenses)	38.59	-
Net Cash flow from / (used in) financing activities (C)	10.24	(28.52)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	36.15	(9.00)
Cash and Cash Equivalents at the beginning of the year	9.94	18.93
Cash and Cash Equivalents at the end of the year	46.09	9.94
Cash & Cash Equivalents comprises of		
Cash in Hand	0.84	0.34
Cash at Bank	45.25	9.60

As per our report of even date

For A Y & Company
Firm Registration No. 020829C
Chartered Accountants

CA Akanksha Gupta
Partner
Membership No. 421545
UDIN : 24421545BKJMBA4437
Place : Faridabad
Date : 25.04.2024

For and on behalf of the Board of Directors
DMR
Hydroengineering &
Infrastructures Limited

Subhash Chander Mittal: Neelam Mittal
Chairman Cum
Managing Director Director
DIN : 02861072 DIN : 02861064

Bal Mukund Kumar Ravinder Kumar
Chief Financial Officer Company Secretary

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED
Notes to Standalone financial Statements for the period ended March 31, 2024
CIN No: L74900HR2009PLC039823

Share Holder Funds

(Amount in Lakhs)		
	31-Mar-24	31-Mar-23
2.1. Share Capital		
Authorised Shares		
1,10,00,000 Equity Shares of Rs. 10 Each (Previous Year 40,00,000 Equity Shares of Rs. 10 Each)	1,100.00	400.00
Issued Shares		
37,93,700 Equity Shares of Rs. 10 Each (Previous Year 37,26,200 Equity Shares of Rs. 10 Each)	379.37	372.62
Subscribed & Paid up Shares		
37,93,700 Equity Shares of Rs. 10 Each (Previous Year 37,26,200 Equity Shares of Rs. 10 Each)	379.37	372.62
Total Issued, Subscribed and Fully Paid-up Sha	379.37	372.62

A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	FY 2023-24		FY 2022-23	
	Number	Issued Capital (Rs.)	Number	Issued Capital (Rs.)
Shares outstanding at the beginning of the year	37.26	372.62	14.64	146.41
Shares Issued during the year	0.68	6.75	22.62	226.21
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	37.94	379.37	37.26	372.62

B. Shares in the company held by each shareholder holding more than 5 % shares specifying the number of shares held

Particulars	FY 2023-24		FY 2022-23	
	Number	% of Holding	Number	% of Holding
Sh. Subhash Chander Mittal	11.08	29.21%	10.90	29.25%
Mrs. Neelam Mittal	12.94	34.11%	12.88	34.57%
Mr. Divay Mittal	1.67	4.40%	1.61	4.32%
Ms. Deepika Mittal	1.67	4.40%	1.61	4.32%

C. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

There is no Holding Company of DMR Hydroengineering & Infrastructure Limited

D. Shares with rights preferences and restrictions attaching to each class including restriction on distribution of dividend and repayment of capital

Equity shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

E. Shareholding of Promoters

Shares Held by Promoters at the end of year	2023-24			2022-23		
	No. of Shares	% of Shares	% Change during the	No. of Shares	% of Shares	% Change during the year
Sh. Subhash Chander Mittal	11.08	29.21%	1.65%	10.90	29.25%	-
Mrs. Neelam Mittal	12.94	34.11%	0.47%	12.88	34.57%	-

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED
Notes to Standalone financial Statements for the period ended March 31, 2024
CIN No: L74900HR2009PLC039823

SHAREHOLDERS FUND

(Amount in Lakhs)

2.2. Reserves & Surplus	31 March 2024	31 March 2023
A. Security Premium		
Opening balance	50.92	50.92
Add: Additions during the Period	40.62	-
Less: Utilized for Issue Expenses	2.03	-
	89.51	50.92
B. Surplus		
Opening balance	155.04	81.33
(+) Net Profit/(Net Loss) For the current year	154.44	77.44
(-) Dividend Paid During the Year	(4.10)	(3.73)
(-) Appropriation	-	-
	305.38	155.04
Closing Balance	394.90	205.96

LONG TERM BORROWINGS

2.3. Long Term Borrowings	31 March 2024	31 March 2023
Kotak Bank Loan	-	22.11
HDFC EV Car Loan	6.75	9.06
Less: Current Maturities of Long Term Debts	2.73	9.83
Total	4.02	21.34

2.4. Deferred Tax Liabilities	31 March 2024	31 March 2023
Opening Balance of Deferred Tax Liabilities	2.71	0.69
Addition during the year	(3.06)	2.01
Total	(0.36)	2.71

2.5. Long Term Provisions	31 March 2024	31 March 2023
Provision for Gratuity	16.89	8.02
Total	16.89	8.02

Current liabilities

2.6. Short Term Borrowings	31 March 2024	31 March 2023
Bank Overdraft	16.43	20.12
Current Maturities of Long Term Debt	2.73	9.83
Total	19.16	29.95

2.7. Trade Payables	31 March 2024	31 March 2023
Trade Payables		
Micro, Small & Medium Enterprises	-	-
Other than Micro, Small & Medium Enterprises	9.08	8.74
Total	9.08	8.74

2.7.1 Disclosure in respect of amount due to Micro, Small & Medium Enterprises:

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31st March 2024 has been made in the financials statements based on information received and available with the Company as on date of financials. The Company has not received any claim for interest from any supplier under the said Act.

2.8. Other Current Liabilities	31 March 2024	31 March 2023
Unpaid Audit Fees	1.25	1.25
Dividend Payable	0.09	0.04
EDLI Contribution	0.03	0.02
TDS Payable	2.03	0.69
ESI Payable	0.03	0.04
Other Expenses Payable	14.34	0.80
GST Payable	6.55	0.63
EPF Payable	1.65	1.11
Salary Payable	36.73	12.77
Amount Payable to DMR Consulting Inc.	2.46	2.46
Total	65.15	19.82

2.9. Short Term Provisions	31 March 2024	31 March 2023
Provision for Income Tax Current Year	55.39	23.18
Gratuity Payable	1.86	0.45
Total	57.25	23.63

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED
Notes to Standalone financial Statements for the period ended March 31, 2024
CIN No: L74900HR2009PLC039823

NON CURRENT ASSETS

(Amount in Lakhs)

2.10. Property, Plant & Equipments	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2023	Additions	Deletion/Sale	Balance as at 31 March 2024	Balance as at 01st Apr 2023	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2024	Balance as at 01st Apr 2023	Balance as at 31 March 2024
A. Property Plant & Equipment Tangible										
Land	25.20	1.76	-	26.96	-	-	-	-	25.20	26.96
Building	164.93	-	138.78	26.15	12.85	4.81	11.96	5.70	152.08	20.46
Plant & Machinery & Office Equipments	7.84	0.22	-	8.06	-	-	-	-	2.24	1.91
Computer & Data Processing Units	24.64	8.12	-	32.75	5.60	0.55	-	6.15	4.56	7.15
Electrical Equipments & Intallation	1.31	3.40	0.70	4.01	20.08	5.52	-	25.60	0.75	2.07
Furniture & Fixtures	6.43	1.83	-	8.26	0.56	1.38	-	1.95	3.69	4.25
Lab Equipments	8.08	0.09	-	8.17	2.74	1.27	-	4.00	4.27	3.24
EV Car & Scooter	11.41	3.13	-	14.54	3.81	1.12	-	4.92	11.27	10.27
Total A	249.84	18.55	139.48	128.90	45.78	18.77	11.96	52.59	204.06	76.31
B. Intangible Assets										
Softwares	44.95	3.81	-	48.76	6.30	4.42	-	10.72	38.65	38.04
Total B	44.95	3.81	-	48.76	6.30	4.42	-	10.72	38.65	38.04
Grand Total	294.79	22.35	139.48	177.66	52.08	23.19	11.96	63.31	242.70	114.35

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED
Notes to Standalone financial Statements for the period ended March 31, 2024
 CIN No: L74900HR2009PLC039823

OTHER NON-CURRENT ASSETS

(Amount in Lakhs)

2.11. Non current Current Investments	31 March 2024	31 March 2023
Fixed Deposits	319.72	131.83
Investment in Subsidiaries & Associates	25.47	2.46
Total	345.19	134.29

2.12. Non Current Assets	31 March 2024	31 March 2023
BSE Security Deposit	-	2.09
Security Deposit	1.43	0.28
Total	1.43	2.37

CURRENT ASSETS

2.13. Current Investments	31 March 2024	31 March 2023
Fixed Deposits	-	-
Total	-	-

2.14. Trade Receivables	31 March 2024	31 March 2023
Unsecured, Considered good		
Debts outstanding other than Related Parties for a period:		
Outstanding for a period more than six months	287.74	86.41
Outstanding for a period less than six months	64.29	160.59
Total	352.03	247.00

2.15. Cash and Bank Balances	31 March 2024	31 March 2023
Cash & Cash Equivalent		
Balance with Banks in current Accounts	45.25	9.60
Cash on hand	0.84	0.34
Total	46.09	9.94

2.16. Short Term Loans & Advances	31 March 2024	31 March 2023
Advance to Suppliers	0.05	0.01
Advance to Employee Imprest	0.69	0.84
Total	0.75	0.84

2.16.1 Loans & Advances granted to Promoter, Director, KMP & Related Parties

Type of Borrower	Amount of Loan	Percentage of Total Loan & Advances in the nature of loan
Promoters	-	-
Directors	-	-
KMPS	-	-
Related Parties	-	-

2.17. Other Current Assets	31 March 2024	31 March 2023
TDS Recoverable	69.47	44.26
Advance Income Tax	1.00	3.00
Earnest Money	7.33	3.87
Income Tax Refundable	-	-
Prepaid Expenses	7.81	4.52
Total	85.61	55.65

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.18. Revenue From Operations	31 March 2024	31 March 2023
Sale of Services		
Export	24.94	118.88
Domestic	677.20	318.85
Total	702.14	437.73

2.19. Other Income	31 March 2024	31 March 2023
Interest Received	14.71	7.24
Profit from Sale of Fixed Assets	19.50	-
Other Incomes	-	1.74
Total	34.21	8.99

2.20. Employee Benefits Expenses	31 March 2024	31 March 2023
Director Remuneration	33.47	12.00
Salary Expenses	214.41	157.69
Staff Welfare Expenses	0.30	1.61
Incentive Expenses	31.24	-
Employees Insurance	0.97	-
Contribution to Statutory Funds	18.36	12.58
Total	298.74	183.88

JMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.21. Finance Cost	31 March 2024	31 March 2023
Finance Cost	2.87	5.14
Bank Charges	2.86	0.50
Total	5.73	5.64

2.22. Depreciation & Amortization	31 March 2024	31 March 2023
Depreciation Expenses	23.19	19.32
Total	23.19	19.32

2.23. Other Expenses	31 March 2024	31 March 2023
Audit Fees	1.25	1.25
Consultancy Charges	78.13	48.26
Printing & Stationary Exp	2.27	1.83
Advertisement & Business Promotion Expenses	4.43	1.35
Listing Expenses		0.53
Donation Expenses	0.15	0.10
Electricity Expenses	3.92	2.18
Repairs & Maintenance Expenses	7.55	5.92
Professional Charges	0.62	17.24
Travelling & Conveyance Expenses	22.05	18.60
Legal Expenses	0.48	0.90
Freight Charges	0.01	-
Telephone Expenses	1.18	1.16
Interest on Tax		-
Insurance Expenses	0.11	1.01
Bad Debts	39.70	1.15
Diwali Expenses	-	-
Foreign Exchange Difference	0.12	-
Postage & Courier	0.14	0.08
Income Tax Expenses	-	-
Directors Sitting Fees	3.45	3.35
Technical Support Services Expenses		-
Rates & Taxes		-
Processing Charges		-
Site Team Expenses	6.11	5.13
Water Charges		-
Subscription Expenses	1.43	0.32
Short & Excess		-
Tender Expenses	0.44	0.01
Foreign Travelling Expenses		2.37
Misc. Expenses	0.17	0.02
Retainership Charges	1.24	-
Rent Expenses	7.67	6.59
Statutory Fees	8.07	-
Software & IT Expenses	4.43	4.15
IPO Ceremony Expenses		-
Reimbursement Expenses		-
Office Expenses	5.93	7.99
Other expenses	0.87	3.77
Total	201.92	135.24

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

2.23 Related Party Disclosures- AS-18

Relationship with Related party	Name of related parties
Key Managerial Personnel	Subhash Chander Mittal
Key Managerial Personnel	Neelam Mittal
Key Managerial Personnel	Krishan Kumar Gupta
Key Managerial Personnel	Shyam Lal Kapil
Key Managerial Personnel	Bangam Prasad Rao
Key Managerial Personnel	Surajit Dutta
Key Managerial Personnel	Dahyalal Bansilal Prajapati
Key Managerial Personnel	Rachana Agarwal
Key Managerial Personnel	Anita Goyal
Key Managerial Personnel	Bal Mukund Kumar
Key Managerial Personnel	Ravinder Kumar
Key Managerial Personnel	Divay Mittal
Subsidiary	DM Consulting Engineers Private Limited
Associate Concern	M R Foundation

Transactions with Related Party:-

(Amount in Lakhs)

Name of the Party	31st March 2024	31st March 2023
<u>Director Remuneration</u>		
Subhash Chander Mittal	11.03	6.00
Neelam Mittal	9.03	6.00
Krishan Kumar Gupta	8.00	
Shyam Lal Kapil	5.40	
<u>Salary</u>		
Bangam Prasad Rao	-	1.50
Bal Mukund Kumar	5.04	4.12
Ravinder Kumar	4.44	3.50
Divay Mittal	2.93	-
<u>Board Sitting Fee</u>		
Bangam Prasad Rao	0.45	
Surajit Dutta	0.75	
Dahyalal Bansilal Prajapati	0.95	
Rachana Agarwal	0.90	
Anita Goyal	0.35	
<u>Consultancy Fees</u>		
Surjeet Dutta & Co.	3.00	2.75
<u>Rent Expenses</u>		
Subhash Chander Mittal	2.40	2.40
<u>Consulting Services</u>		
DM Consulting Engineers Private Limited	4.00	7.75
MR Foundation	-	

Closing Balance with related parties:-

Name of the Party	31st March 2024	31st March 2023
NIL		

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.24. Earnings Per Share	31 March 2024	31 March 2023
Profit/(Loss) after tax as per Statement of Profit and Loss	154.44	77.44
Weighted average number of equity shares in calculating basic EPS	37.58	37.26
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	4.11	2.08
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	4.11	2.08

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

2.24 Other disclosures

(a) Remuneration to Directors

Particulars	31.03.2024	31.03.2023
	(Amount in Lakhs)	(Amount in Lakhs)
Salary including Variable Pay	33.47	12.00
Total	33.47	12.00

- (b) As per the best estimate of the management, there is no capital commitment and contingent liability exists as on the date of the financial statement.
- (c) Disclosures required under mandatory accounting standards & Schedule III are given to the extent applicable and possible.
- (d) Additional information as required by para 5 of General Instructions for preparation of Statement of Profit and Loss (other than already disclosed above) are either Nil or Not Applicable.
- (e) Previous year figures are regrouped or rearranged wherever considered necessary.
- (f) Figures have been rounded off to the nearest

As per our report of even date

For A Y & Company

Firm Registration No. 020829C

Chartered Accountants

CA Akanksha Gupta

Partner

Membership No. 421545

UDIN : 24421545BKJMBA4437

Place : Faridabad

Date : 25.04.2024

For and on behalf of the Board of Directors

DMR Hydroengineering &

Infrastructures Limited

Subhash Chander Mittal Neelam Mittal

Chairman Cum Managing I Director

DIN : 02861072

DIN : 02861064

Bal Mukund Kumar

Chief Financial Officer

Ravinder Kumar

Company Secretary

NOTE 1 : STANDALONE SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

A. COMPANY INFORMATION

Our company was incorporated as private limited Company under the name “DMR Hydroengineering & Infrastructures Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 15, 2009 issued Deputy Registrar of Companies, National Capital Territory of Delhi & Haryana. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on January 10, 2019 and consequently, the name of our Company was changed to DMR Hydroengineering & Infrastructures Limited and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Delhi on January 22, 2019. The Corporate Identification Number of our Company is U74900HR2009PLC039823. Subhash Chander Mittal and Neelam Mittal were the initial subscribers to the Memorandum of Association of our Company.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Convention

The financial statement are prepared under the historical cost convention on the “Accrual Concept” and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and rules made there under.

2. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

3. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as “Capital Work in Progress.”

4. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset’s net selling price and value in use. In assessing value in use, the estimated future cash flows

expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

5. Depreciation

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

6. Investments

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

7. Inventories

Since we are in the business of providing services, so that we don't have any inventory.

8. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interst income is recognized on time proportion basis, when it is accrued and due for payment.

9. Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

10. Employee Benefits

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

11. Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

Foreign Currency Translation

- a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate..
- b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

12. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

C. NOTES ON ACCOUNTS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

2. Post Employment Benefits:

Company has valued its obligation related to Employment Benefits as per AS-15 as provided below:

I. ASSUMPTIONS	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Discount Rate	7.25%	7.50%
Expected Rate of Salary Increase	5.00%	5.00%
Withdrawal Rate	5.00%	5.00%
Mortality	IALM 2012-14	IALM 2012-14
Retirement	70 Years	70 Years
II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATIONS	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Defined Benefit Obligation at beginning of the year	8.48	0.00
Current Service Cost	4.69	8.48
Interest cost	0.64	0.00
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	4.94	0.00
Benefits Paid	0.00	0.00
Defined Benefit Obligation as at end of the year	18.75	8.48
III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Net liability as at beginning of the year	8.48	0.00
Net expense recognized in the Statement of Profit and Loss	10.27	8.48
Benefits Paid	0.00	0.00
Net liability as at end of the year	18.75	8.48
IV. EXPENSE RECOGNIZED:	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Current Service Cost	4.69	8.48
Interest Cost	0.64	0.00
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	4.94	0.00
Expense charged to the Statement of Profit and Loss	10.27	8.48

V. BALANCE SHEET RECONCILIATION:	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Opening net liability	8.48	0.00
Expense as above	10.27	8.48
Provision Related to Previous Year booked as Prior Period Items	0.00	0.00
Return on Plan Assets	0.00	0.00
Benefits Paid	0.00	0.00
Net liability/(asset) recognized in the balance sheet	18.75	8.48

3. Segment Reporting

The Company at present is engaged in the business of providing infrastructure services. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS -17 are not applicable to the Company.

4. Trade Payable Ageing Summary

31.03.2024

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	9.08	-	-	-	9.08
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2023

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	8.74	-	-	-	8.74
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

5. Trade Receivable Ageing Summary

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
31.03.2024						
(i) Undisputed Trade Receivable – considered good	287.74	11.22	13.16	19.91	20.00	352.03
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade	-	-	-	-	-	-

Receivable – considered good						
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
31.03.2023						
(i) Undisputed Trade Receivable – considered good	155.62	4.84	-	86.54	-	247.00
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-

6. Accounting Ratios

S. No.	Particular	Numerator	March 31, 2024	March 31, 2023	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	3.22	3.82	Movement is not more than 25%, so that reason is not required to be disclosed.
		Current Liabilities			
(b)	Debt-Equity Ratio	Debt	0.03	0.09	This ratio is decreased due to repayment of credit Facilities from Bank.
		Equity			
(d)	Return on Equity Ratio	Profit After Tax	22.83%	14.30%	This Ratio is increased due to increase in Profit Margins.
		Average Shareholders Equity			
(e)	Trade Receivables turnover ratio (in times)	Net Credit Sales	2.34	2.06	Movement is not more than 25%, so that reason is not required to be disclosed.
		Average Trade Receivables			
(f)	Net capital turnover ratio (in times)	Turnover	2.10	1.89	Movement is not more than 25%, so that reason is not required to be disclosed.
		Working Capital			
(g)	Net profit ratio	Profit After Tax	22.00%	17.69%	Movement is not more than 25%, so that reason is not required to be disclosed.
		Total Sales			
(h)	Return on Capital employed	Operating Profit	26.02	20.50%	This Ratio increased due to increases in Profits
		Total Capital Employed			

7. Other Disclosure:

Sr. No.	Particulars	Note in financial statements
---------	-------------	------------------------------

(i)	Title deeds of Immovable Property not held in the name of the Company:	The Company do not have any Immovable property which is not held in the name of Company.
(ii)	Loans or advances to specified persons	The Company has not provided any Loan or Advances to specified persons.
(iii)	Details of Benami Property held	The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(iv)	Borrowings secured against current assets	The Company has availed facilities from banks on the basis of security of current assets.
(v)	Wilful Defaulter	The Company is not declared Wilful Defaulter by any Bank or any Financial Institution.
(vi)	Relationship with Struck off Companies	The Company do not have any transactions with struck-off companies.
(vii)	Undisclosed income	The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(x)	Details of Crypto Currency or Virtual Currency	The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.



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INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS

TO THE MEMBERS OF DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED

OPINION

We have audited the accompanying Consolidated Financial Statements of **DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED** (“the Company”), along with its Subsidiary Company i.e. DMR Consulting Inc. which comprise the Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss for the year ended on March 31, 2024, the Consolidated Statement Cash flow statement for the year ended & and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act & other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its Profit/(loss) and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Consolidated Financial Statements in accordance with the standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provision of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.



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S.No.	Key Audit Matter
1.	<p>Assessment of Trade Receivables:</p> <p>The increasing challenges over the economy and operating environment in the IT industry during the year have increased the risks of default on receivables from the company's customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements.</p> <p>Based on historical default rates and overall credit worthiness of customers, management believes that no impairment allowance is required in respect of outstanding trade receivables as on March 31, 2024.</p> <p>For the purpose of impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the impairment charge.</p>
	<p>Auditor Response to key Audit Matter:</p> <p>Principal Audit Procedures: We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables and assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers • Tested subsequent settlement of trade receivables after the balance sheet date on sample basis. <p>Conclusion: We found the key judgement and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence.</p>

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON.

The company's board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the, Financial Statements and our Auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the



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Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT’S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Consolidated Financial Statements to give a true and fair view of the financial position, financial performance, & cash flows of the Company in accordance with accounting standard & accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The board of directors are responsible for overseeing the company’s financial reporting process.

AUDITOR’S RESPONSIBILITY FOR THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatements of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:



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- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanation given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - (ii) The Company has made provision, as at March 31, 2024 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - (iii) The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2024.
 - (iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested



A Y & COMPANY

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(either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(v) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

(vi) The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

For A Y & Company
Chartered Accountants
FRN : 020829C

Akanksha Gupta
Partner
M.NO. : 421545
UDIN : 24421545BKJMBB3472
Place : Faridabad
Date : 25.04.2024



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ANNEXURE “A” TO THE AUDITOR’S REPORT

Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act , 2013 (‘The Act’)

We have audited the internal financial control over financial reporting of **DMR Hydroengineering & Infrastructures Limited** (‘the company’) as of 31st March, 2024 in conjunction with our audit of the financial statement of the company for the year ended on that date.

Management Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by ICAI and the standards on auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting



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A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A Y & Company
Chartered Accountants
FRN : 020829C

Akanksha Gupta
Partner
M.NO. : 421545
UDIN : 24421545BKJMBB3472
Place : Faridabad
Date : 25.04.2024

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Consolidated Balance sheet as at March 31, 2024

CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31-Mar-24	31-Mar-23
I. Equity and Liabilities			
Shareholders Fund			
Share Capital	2.1	379.37	372.62
Reserves & Surplus	2.2	393.32	205.53
		772.69	578.15
Share Application Money Pending Allotment			
		-	-
Non-current liabilities			
Long Term Borrowings	2.3	4.02	21.34
Deferred tax liabilities (Net)	2.4	-	2.71
Long Term Provisions	2.5	16.89	8.02
		20.91	32.07
Current liabilities			
Short Term Borrowings	2.6	19.87	30.38
Trade payables			
(a) total outstanding dues of micro and small enterprises	2.7	-	-
(b) total outstanding dues other than micro and small enterprises	2.7	9.08	8.74
Other current liabilities	2.8	62.69	17.36
Short term Provisions	2.9	57.25	23.63
		148.89	80.12
Total		942.48	690.34
II. Assets			
Non-current assets			
Fixed assets			
Property, Plant & Equipments	2.10	76.31	204.06
Intangible Assets	2.10	38.04	38.65
Capital WIP	2.10	-	-
Long Term Loans & Advances		-	-
Non Current Investments	2.11	341.86	131.83
Deferred Tax Assets		0.36	-
Other Non Current Assets	2.12	1.43	2.37
		458.00	376.91
Current Assets			
Investments	2.13	-	-
Inventories		-	-
Trade Receivables	2.14	352.03	247.00
Cash & Bank Balances	2.15	46.09	9.94
Short Term loans & advances	2.16	0.75	0.84
Other current Assets	2.17	85.61	55.65
		484.48	313.44
Total		942.48	690.34

Notes on significant accounting policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

DMR Hydroengineering & Infrastructures
Limited

For A Y & Company

Firm Registration No. 020829C

Chartered Accountants

Subhash Chander Mittal Neelam Mittal

Chairman Cum Director

Managing Director

DIN : 02861072 DIN : 02861064

CA Akanksha Gupta

Bal Mukund Kumar Ravinder

Partner

Chief Financial Officer Company

Membership No. 421545

UDIN : 24421545BKJMBB3472

Place : Faridabad

Date : 25.04.2024

Secretary

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED
Consolidated Statement of Profit and Loss for the period ended March 31, 2024
CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31-Mar-24	31-Mar-23
Income			
Revenue from Operations	2.18	702.14	437.73
Other Income	2.19	34.21	8.99
Total Income (I)		736.35	446.72
Expenses			
Employee benefit expenses	2.20	298.74	183.88
Finance Cost	2.21	5.73	5.64
Depreciation & Amortization Expense	2.22	23.19	19.32
Other Expenses	2.23	202.20	135.67
Total Expenses (II)		529.85	344.51
Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)		206.49	102.21
Prior period items (Net)		-	-
Profit/(Loss) before tax		206.49	102.21
Tax Expenses			
Current Tax		55.39	23.18
Deferred Tax Charge		(3.06)	2.01
Total Tax Expense		52.33	25.20
Profit/(loss) after tax		154.17	77.01
Profit/Loss from Associates/Joint Ventures		(0.87)	-
Profit for the Period		153.30	77.01
Earnings/(loss) Per Share			
Basic (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.24	4.08	2.07
Diluted (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.24	4.08	2.07

Notes on significant accounting policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For A Y & Company
Firm Registration No. 020829C
Chartered Accountants

For and on behalf of the Board of Directors
DMR Hydroengineering & Infrastructures Limited

Subhash Chander Mittal Neelam Mittal
Chairman Cum Managing Director Director
DIN : 02861072 DIN : 02861064

CA Akanksha Gupta
Partner

Bal Mukund Kumar Ravinder Kumar
Chief Financial Officer Company
Secretary

Membership No. 421545
UDIN : 24421545BKJMBB3472
Place : Faridabad

Date : 25.04.2024

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

CIN No: L74900HR2009PLC039823

Consolidated Statement of Cash Flows for the period ended March 31, 2024

Statement of Cash Flows for the period ended March 31, 2024

(Amount in Lakhs)

Cash flow statement as at	31-Mar-24	31-Mar-23
Cash flow from operating activities		
Net Profit before tax and extraordinary items	206.49	102.21
Non-Cash adjustment to reconcile profit before tax to net cash flows		
Depreciation	23.19	19.32
Interest Received	(14.71)	(7.24)
Profit from Sale of Fixed Assets	(19.50)	
Gratuity Expenses	6.62	8.48
Finance Cost	2.87	5.14
Operating profit before Working Capital changes	204.96	127.91
Change in Working Capital	(89.22)	(45.35)
Increase/(Decrease) in Trade Payables	0.34	2.16
Increase/(Decrease) in Other current Liabilities	45.33	17.10
Decrease/(Increase) in Trade receivables	(105.03)	(69.61)
Increase in Short Term Loans & Advances	0.10	(0.36)
Decrease/(Increase) in Other Current Assets	(29.96)	5.36
Cash generated from operations	115.74	82.56
Income Tax(Paid)/ Refund	(23.18)	(21.41)
Net Cash flow from / (used in) Operating activities (A)	92.56	61.15
Cash Flow from/(used in) Investing Activities		
Purchase of Fixed Assets	(22.35)	(44.49)
Sale of Fixed Assets	150.69	-
(Purchase) Sales of Investments	-	118.85
Interest received	14.71	7.24
(Decrease)/Increase in Long Term Investments	(210.90)	(123.74)
Increase in Other Non Current Assets	0.94	0.09
Net Cash (used in) investing activities (B)	(66.93)	(42.06)
Cash Flow from/ (used in) Financing Activities		
Payment of Finance Cost	(2.87)	(5.14)
Repayment of Borrowings`	(27.84)	(19.21)
Dividend Paid During the year	(4.10)	(3.73)
Proceeds from Equity Share Capital	6.75	-
Proceeds from Securities Premium (Net off IPO Expenses)	38.59	-
Net Cash flow from / (used in) financing activities (C)	10.52	(28.09)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	36.15	(9.00)
Cash and Cash Equivalents at the beginning of the year	9.94	18.93
Cash and Cash Equivalents at the end of the year	46.09	9.94
Cash & Cash Equivalents comprises of		
Cash in Hand	0.84	0.34
Cash at Bank	45.25	9.60

As per our report of even date

For A Y & Company
Firm Registration No. 020829C
Chartered Accountants

CA Akanksha Gupta
Partner
Membership No. 421545
UDIN : 24421545BKJMBB3472
Place : Faridabad
Date : 25.04.2024

For and on behalf of the Board of Directors
DMR
Hydroengineering &
Infrastructures Limited

Subhash Chander Mittal Neelam Mittal
Chairman Cum
Managing Director Director
DIN : 02861072 DIN : 02861064

Bal Mukund Kumar Ravinder Kumar
Chief Financial Officer Company Secretary

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED
Notes to Standalone financial Statements for the period ended March 31, 2024
CIN No: L74900HR2009PLC039823

Share Holder Funds

	(Amount in Lakhs)	
	31-Mar-24	31-Mar-23
2.1. Share Capital		
Authorised Shares		
1,10,00,000 Equity Shares of Rs. 10 Each (Previous Year 40,00,000 Equity Shares of Rs. 10 Each)	1,100.00	400.00
Issued Shares		
37,93,700 Equity Shares of Rs. 10 Each (Previous Year 37,26,200 Equity Shares of Rs. 10 Each)	379.37	372.62
Subscribed & Paid up Shares		
37,93,700 Equity Shares of Rs. 10 Each (Previous Year 37,26,200 Equity Shares of Rs. 10 Each)	379.37	372.62
Total Issued, Subscribed and Fully Paid-up Shares	379.37	372.62

A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	FY 2023-24		FY 2022-23	
	Number	Issued Capital (Rs.)	Number	Issued Capital (Rs.)
Shares outstanding at the beginning of the year	37.26	372.62	14.64	146.41
Shares Issued during the year	0.68	6.75	22.62	226.21
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	37.94	379.37	37.26	372.62

B. Shares in the company held by each shareholder holding more than 5 % shares specifying the number of shares held

Particulars	FY 2023-24		FY 2022-23	
	Number	% of Holding	Number	% of Holding
Sh. Subhash Chander Mittal	11.08	29.21%	10.90	29.25%
Mrs. Neelam Mittal	12.94	34.11%	12.88	34.57%
Mr. Divay Mittal	1.67	4.40%	1.61	4.32%
Ms. Deepika Mittal	1.67	4.40%	1.61	4.32%

C. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

There is no Holding Company of DMR Hydroengineering & Infrastructure Limited

D. Shares with rights preferences and restrictions attaching to each class including restriction on distribution of dividend and repayment of capital

Equity shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

E. Shareholding of Promoters

Shares Held by Promoters at the end of year	2023-24			2022-23		
	No. of Shares	% of Shares	% Change during the year	No. of Shares	% of Shares	% Change during the year
Sh. Subhash Chander Mittal	11.08	29.21%	1.65%	10.90	29.25%	-
Mrs. Neelam Mittal	12.94	34.11%	0.47%	12.88	34.57%	-

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

SHAREHOLDERS FUND

(Amount in Lakhs)

2.2. Reserves & Surplus	31 March 2024	31 March 2023
A. Security Premium		
Opening balance	50.92	50.92
Add: Additions during the Period	40.62	-
Less: Utilized for Issue Expenses	2.03	-
	89.51	50.92
B. Surplus		
Opening balance	154.61	81.33
(+) Net Profit/(Net Loss) For the current year	153.30	77.01
(-) Dividend Paid During the Year	(4.10)	(3.73)
(-) Appropriation	-	-
	303.81	154.61
Closing Balance	393.32	205.53

LONG TERM BORROWINGS

2.3. Long Term Borrowings	31 March 2024	31 March 2023
Housing Development Finance Corporation Ltd	-	-
Kotak Bank Loan	-	22.11
HDFC EV Car Loan	6.75	9.06
Less: Current Maturities of Long Term Debts	2.73	9.83
Total	4.02	21.34

2.4. Deferred Tax Liabilities	31 March 2024	31 March 2023
Opening Balance of Deferred Tax Liabilities	2.71	0.69
Addition during the year	(3.06)	2.01
Total	(0.36)	2.71

2.5. Long Term Provisions	31 March 2024	31 March 2023
Provision for Gratuity	16.89	8.02
Total	16.89	8.02

Current liabilities

2.6. Short Term Borrowings	31 March 2024	31 March 2023
Bank Overdraft	16.43	20.12
Current Maturities of Long Term Debt	2.73	9.83
Unsecured Loan of Subsidiary Company	0.71	0.43
Total	19.87	30.38

2.7. Trade Payables	31 March 2024	31 March 2023
Trade Payables		
Micro, Small & Medium Enterprises	-	-
Other than Micro, Small & Medium Enterprises	9.08	8.74
Total	9.08	8.74

2.7.1 Disclosure in respect of amount due to Micro, Small & Medium Enterprises:

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31st March 2024 has been made in the financials statements based on information received and available with the Company as on date of financials. The Company has not received any claim for interest from any supplier under the said Act.

2.8. Other Current Liabilities	31 March 2024	31 March 2023
Unpaid Audit Fees	1.25	1.25
Dividend Payable	0.09	0.04
EDLI Contribution	0.03	0.02
TDS Payable	2.03	0.69
ESI Payable	0.03	0.04
Other Expenses Payable	14.34	0.80
GST Payable	6.55	0.63
EPF Payable	1.65	1.11
Salary Payable	36.73	12.77
Imprest	-	-
Total	62.69	17.36

2.9. Short Term Provisions	31 March 2024	31 March 2023
Provision for Income Tax Current Year	55.39	23.18
Gratuity Payable	1.86	0.45
Total	57.25	23.63

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED
Notes to Standalone financial Statements for the period ended March 31, 2024
CIN No: L74900HR2009PLC039823

NON CURRENT ASSETS

(Amount in Lakhs)

2.10. Property, Plant & Equipments	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 01st Apr 2023	Additions	Deletion/Sale	Balance as at 31 March 2024	Balance as at 01st Apr 2023	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2024	Balance as at 01st Apr 2023	Balance as at 31 March 2024
A. Property Plant & Equipment Tangible										
Land	25.20	1.76	-	26.96	-	-	-	-	25.20	26.96
Building	164.93	-	138.78	26.15	12.85	4.81	11.96	5.70	152.08	20.46
Plant & Machinery & Office Equipment	7.84	0.22	-	8.06	5.60	0.55	-	6.15	2.24	1.91
Computer & Data Processing Units	24.64	8.12	-	32.75	20.08	5.52	-	25.60	4.56	7.15
Electrical Equipments & Intallation	1.31	3.40	0.70	4.01	0.56	1.38	-	1.95	0.75	2.07
Furniture & Fixtures	6.43	1.83	-	8.26	2.74	1.27	-	4.00	3.69	4.25
Lab Equipments	8.08	0.09	-	8.17	3.81	1.12	-	4.92	4.27	3.24
EV Car & Scooter	11.41	3.13	-	14.54	0.14	4.13	-	4.27	11.27	10.27
Total A	249.84	18.55	139.48	128.90	45.78	18.77	11.96	52.59	204.06	76.31
B. Intangible Assets										
Softwares	44.95	3.81	-	48.76	6.30	4.42	-	10.72	38.65	38.04
Total B	44.95	3.81	-	48.76	6.30	4.42	-	10.72	38.65	38.04
Grand Total	294.79	22.35	139.48	177.66	52.08	23.19	11.96	63.31	242.70	114.35

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

OTHER NON-CURRENT ASSETS

(Amount in Lakhs)

2.11. Non current Current Investments	31 March 2024	31 March 2023
Fixed Deposits	319.72	131.83
Investment in Subsidiaries & Associates	22.14	-
Total	341.86	131.83

2.12. Non Current Assets	31 March 2024	31 March 2023
BSE Security Deposit	-	2.09
Security Deposit	1.43	0.28
Total	1.43	2.37

CURRENT ASSETS

2.13. Current Investments	31 March 2024	31 March 2023
Fixed Deposits	-	-
Total	-	-

2.14. Trade Receivables	31 March 2024	31 March 2023
Unsecured, Considered good		
Debts outstanding other than Related Parties for a period:		
Outstanding for a period more than six months	287.74	86.41
Outstanding for a period less than six months	64.29	160.59
Total	352.03	247.00

2.15. Cash and Bank Balances	31 March 2024	31 March 2023
Cash & Cash Equivalent		
Balance with Banks in current Accounts	45.25	9.60
Cash on hand	0.84	0.34
Total	46.09	9.94

2.16. Short Term Loans & Advances	31 March 2024	31 March 2023
Advance to Suppliers	0.05	0.01
Advance to Employee Imprest	0.69	0.84
Total	0.75	0.84

2.16.1 Loans & Advances granted to Promoter, Director, KMP & Related Parties

Type of Borrower	Amount of Loan	Percentage of Total Loan & Advances in the nature of loan
Promoters	-	-
Directors	-	-
KMPS	-	-
Related Parties	-	-

2.17. Other Current Assets	31 March 2024	31 March 2023
TDS Recoverable	69.47	44.26
Advance Income Tax	1.00	3.00
Earnest Money	7.33	3.87
Income Tax Refundable	-	-
Prepaid Expenses	7.81	4.52
Total	85.61	55.65

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.18. Revenue From Operations	31 March 2024	31 March 2023
Sale of Services		
Export	24.94	118.88
Domestic	677.20	318.85
Total	702.14	437.73

2.19. Other Income	31 March 2024	31 March 2023
Interest Received	14.71	7.24
Profit from Sale of Fixed Assets	19.50	-
Other Incomes	-	1.74
Total	34.21	8.99

2.20. Employee Benefits Expenses	31 March 2024	31 March 2023
Director Remuneration	33.47	12.00
Salary Expenses	214.41	157.69
Staff Welfare Expenses	0.30	1.61
Incentive Expenses	31.24	-
Employees Insurance	0.97	-
Contribution to Statutory Funds	18.36	12.58
Total	298.74	183.88

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.21. Finance Cost	31 March 2024	31 March 2023
Finance Cost	2.87	5.14
Bank Charges	2.86	0.50
Total	5.73	5.64

2.22. Depreciation & Amortization	31 March 2024	31 March 2023
Depreciation Expenses	23.19	19.32
Total	23.19	19.32

2.23. Other Expenses	31 March 2024	31 March 2023
Audit Fees	1.25	1.25
Consultancy Charges	78.13	48.26
Printing & Stationary Exp	2.27	1.83
Advertisement & Business Promotion Expenses	4.43	1.35
Listing Expenses		0.53
Donation Expenses	0.15	0.10
Electricity Expenses	3.92	2.18
Repairs & Maintenance Expenses	7.55	5.92
Professional Charges	0.62	17.24
Travelling & Conveyance Expenses	22.05	18.60
Legal Expenses	0.76	0.90
Freight Charges	0.01	-
Telephone Expenses	1.18	1.16
Insurance Expenses	0.11	1.01
Bad Debts	39.70	1.15
Diwali Expenses	-	-
Foreign Exchange Difference	0.12	-
Postage & Courier	0.14	0.08
Directors Sitting Fees	3.45	3.35
Rates & Taxes		0.43
Site Team Expenses	6.11	5.13
Subscription Expenses	1.43	0.32
Tender Expenses	0.44	0.01
Foreign Travelling Expenses		2.37
Misc. Expenses	0.17	0.02
Retainership Charges	1.24	-
Rent Expenses	7.67	6.59
Statutory Fees	8.07	-
Software & IT Expenses	4.43	4.15
Office Expenses	5.93	7.99
Other expenses	0.87	3.77
Total	202.20	135.67

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.24. Earnings Per Share	31 March 2024	31 March 2023
Profit/(Loss) after tax as per Statement of Profit and Loss	153.30	77.01
Weighted average number of equity shares in calculating basic EPS	37.58	37.26
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	4.08	2.07
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	4.08	2.07

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

2.23 Related Party Disclosures- AS-18

Relationship with Related party	Name of related parties
Key Managerial Personnel	Subhash Chander Mittal
Key Managerial Personnel	Neelam Mittal
Key Managerial Personnel	Krishan Kumar Gupta
Key Managerial Personnel	Shyam Lal Kapil
Key Managerial Personnel	Bangam Prasad Rao
Key Managerial Personnel	Surajit Dutta
Key Managerial Personnel	Dahyalal Bansilal Prajapati
Key Managerial Personnel	Rachana Agarwal
Key Managerial Personnel	Anita Goyal
Key Managerial Personnel	Bal Mukund Kumar
Key Managerial Personnel	Ravinder Kumar
Key Managerial Personnel	Divay Mittal
Subsidiary	DM Consulting Engineers Private Limited
Associate Concern	M R Foundation

Transactions with Related Party:-

(Amount in Lakhs)

Name of the Party	31st March 2024	31st March 2023
<u>Director Remuneration</u>		
Subhash Chander Mittal	11.03	6.00
Neelam Mittal	9.03	6.00
Krishan Kumar Gupta	8.00	
Shyam Lal Kapil	5.40	
<u>Salary</u>		
Bangam Prasad Rao	-	1.50
Bal Mukund Kumar	5.04	4.12
Ravinder Kumar	4.44	3.50
Divay Mittal	2.93	-
<u>Board Sitting Fee</u>		
Bangam Prasad Rao	0.45	
Surajit Dutta	0.75	
Dahyalal Bansilal Prajapati	0.95	
Rachana Agarwal	0.90	
Anita Goyal	0.35	
<u>Consultancy Fees</u>		
Surjeet Dutta & Co.	3.00	2.75
<u>Rent Expenses</u>		
Subhash Chander Mittal	2.40	2.40
<u>Consulting Services</u>		
DM Consulting Engineers Private Limited	4.00	7.75
MR Foundation	-	

Closing Balance with related parties:-

Name of the Party	31st March 2024	31st March 2023
NIL		

DMR HYDROENGINEERING & INFRASTRUCTURE LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2024

CIN No: L74900HR2009PLC039823

2.24 Other disclosures

(a) Remuneration to Directors

Particulars	31.03.2024	31.03.2023
	(Amount in Lakhs)	(Amount in Lakhs)
Salary including Variable Pay	33.47	12.00
Total	33.47	12.00

- (b) As per the best estimate of the management, there is no capital commitment and contingent liability exists as on the date of the financial statement.
- (c) Disclosures required under mandatory accounting standards & Schedule III are given to the extent applicable and possible.
- (d) Additional information as required by para 5 of General Instructions for preparation of Statement of Profit and Loss (other than already disclosed above) are either Nil or Not Applicable.
- (e) Previous year figures are regrouped or rearranged wherever considered necessary.
- (f) Figures have been rounded off to the nearest Lakhs

As per our report of even date
For A Y & Company
Firm Registration No. 020829C
Chartered Accountants

For and on behalf of the Board of Directors
DMR Hydroengineering & Infrastructures Limited

Subhash Chander Mittal	Neelam Mittal
Chairman Cum Managing Director	Director
DIN : 02861072	DIN : 02861064

CA Akanksha Gupta
Partner
Membership No. 421545
UDIN : 24421545BKJM3472
Place : Faridabad
Date : 25.04.2024

Bal Mukund Kumar	Ravinder Kumar
Chief Financial Officer	Company Secretary

NOTE 1 : CONSOLIDATED SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

A. COMPANY INFORMATION

Our company was incorporated as private limited Company under the name “DMR Hydroengineering & Infrastructures Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 15, 2009 issued Deputy Registrar of Companies, National Capital Territory of Delhi & Haryana. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on January 10, 2019 and consequently, the name of our Company was changed to DMR Hydroengineering & Infrastructures Limited and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Delhi on January 22, 2019. The Corporate Identification Number of our Company is U74900HR2009PLC039823. Subhash Chander Mittal and Neelam Mittal were the initial subscribers to the Memorandum of Association of our Company. Our company has incorporated a new wholly owned subsidiary company i.e. DMR Consulting Inc. w.e.f. August 05, 2022

Principals of Consolidation

- The financial statements of the Holding Company and its subsidiary are combined on a line by line basis by adding together like items of assets, liabilities, equities, incomes and cashflows, after fully eliminating intragroup balances and intra – group transactions.
- Profits & losses resulting from intra group transaction that are recognized in assets, such as inventory and property, plant and equipments are eliminated in full.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- The carrying amount of parent’s investments in subsidiary is offset against the parent’s portion of equity in subsidiary.
- Since both are wholly owned subsidiary so that there are minorities or non-controlling interest.

Consolidation of Associate enterprises has been done using equity method.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Convention

The financial statements are prepared under the historical cost convention on the “Accrual Concept” and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 and with the relevant provisions of the Companies Act, 2013 and rules made there under.

2. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

3. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

4. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

5. Depreciation

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

6. Investments

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

7. Inventories

Since we are in the business of providing services, so that we don't have any inventory.

8. Revenue Recognition

Revenue from the operations is recognized on generally accepted accounting principal and when it is earned and no significant uncertainty exists as to its ultimate collection and includes taxes, wherever applicable.

The capital gain on sale of investments if any are recognized on completion of transaction. No notional profit/loss are recognized on such investments.

Interst income is recognized on time proportion basis, when it is accrued and due for payment.

9. Borrowing Cost

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

10. Employee Benefits

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

11. Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

Foreign Currency Translation

- a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate..
- b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

12. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

C. NOTES ON ACCOUNTS

- 1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

2. Post Employment Benefits:

Company has valued its obligation related to Employment Benefits as per AS-15 as provided below:

I. ASSUMPTIONS	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Discount Rate	7.25%	7.50%
Expected Rate of Salary Increase	5.00%	5.00%
Withdrawal Rate	5.00%	5.00%
Mortality	IALM 2012-14	IALM 2012-14
Retirement	70 Years	70 Years
II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATIONS	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023

Defined Benefit Obligation at beginning of the year	8.48	0.00
Current Service Cost	4.69	8.48
Interest cost	0.64	0.00
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	4.94	0.00
Benefits Paid	0.00	0.00
Defined Benefit Obligation as at end of the year	18.75	8.48
III.AMOUNT RECOGNIZED IN THE BALANCE SHEET:	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Net liability as at beginning of the year	8.48	0.00
Net expense recognized in the Statement of Profit and Loss	10.27	8.48
Benefits Paid	0.00	0.00
Net liability as at end of the year	18.75	8.48
IV.EXPENSE RECOGNIZED:	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Current Service Cost	4.69	8.48
Interest Cost	0.64	0.00
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	4.94	0.00
Expense charged to the Statement of Profit and Loss	10.27	8.48
V. BALANCE SHEET RECONCILIATION:	For the Year Ended on March 31, 2024	For the Year Ended on March 31, 2023
Opening net liability	8.48	0.00
Expense as above	10.27	8.48
Provision Related to Previous Year booked as Prior Period Items	0.00	0.00
Return on Plan Assets	0.00	0.00
Benefits Paid	0.00	0.00
Net liability/(asset) recognized in the balance sheet	18.75	8.48

3. Segment Reporting

The Company at present is engaged in the business of providing infrastructure services. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS -17 are not applicable to the Company.

4. Trade Payable Ageing Summary

31.03.2024

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	9.08	-	-	-	9.08
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2023

Particulars	Outstanding for following periods from due date of payment / Invoice date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	8.74	-	-	-	8.74
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

5. Trade Receivable Ageing Summary

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
31.03.2024						
(i) Undisputed Trade Receivable – considered good	287.74	11.22	13.16	19.91	20.00	352.03
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-
31.03.2023						
(i) Undisputed Trade Receivable – considered good	155.62	4.84	-	86.54	-	247.00
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	-

6. Accounting Ratios

S. No.	Particular	Numerator	March 31, 2024	March 31, 2023	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	3.24	3.82	Movement is not more than 25%, so that reason is not required to be disclosed.
		Current Liabilities			
(b)	Debt-Equity Ratio	Debt	0.03	0.09	This ratio is decreased due to repayment of credit Facilities from Bank.
		Equity			
(d)	Return on Equity Ratio	Profit After Tax	22.83%	14.30%	This Ratio is increased due to increase in Profit Margins.
		Average Shareholders Equity			
(e)	Trade Receivables turnover ratio (in times)	Net Credit Sales	2.34	2.06	Movement is not more than 25%, so that reason is not required to be disclosed.
		Average Trade Receivables			
(f)	Net capital turnover ratio (in times)	Turnover	2.09	1.89	Movement is not more than 25%, so that reason is not required to be disclosed.
		Working Capital			
(g)	Net profit ratio	Profit After Tax	21.69%	17.69%	Movement is not more than 25%, so that reason is not required to be disclosed.
		Total Sales			

(h)	Return on Capital employed	Operating Profit	26.04	20.50%	This Ratio increased due to increases in Profits
		Total Capital Employed			

7. Other Disclosure:

Sr. No.	Particulars	Note in financial statements
(i)	Title deeds of Immovable Property not held in the name of the Company:	The Company do not have any Immovable property which is not held in the name of Company.
(ii)	Loans or advances to specified persons	The Company has not provided any Loan or Advances to specified persons.
(iii)	Details of Benami Property held	The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(iv)	Borrowings secured against current assets	The Company has availed facilities from banks on the basis of security of current assets.
(v)	Wilful Defaulter	The Company is not declared Wilful Defaulter by any Bank or any Financial Institution.
(vi)	Relationship with Struck off Companies	The Company do not have any transactions with struck-off companies.
(vii)	Undisclosed income	The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(x)	Details of Crypto Currency or Virtual Currency	The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.



DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED

Registered Office: 473, Sector-30, Faridabad, Haryana, India 121003

Website: www.dmrengineering.net, Email: cs@dmrengineering.net

Tel: +91 129 4360445 CIN: L74900HR2009PLC039823

NOTICE TO MEMBERS

We are pleased to inform you that the **15th (Fifteenth) Annual General Meeting (“AGM”)** of the Members of **DMR Hydroengineering & Infrastructures Limited** (the “Company”) is scheduled to be held on **Saturday, September 28, 2024 at 11:30 a.m. Indian Standard Time (“IST”)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the businesses as set out in the AGM Notice on Thursday, September 05, 2024 in accordance with the General Circular Nos. 20/2020 and 09/2023 dated May 5, 2020 and September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA”) and circulars dated July 11, 2023 and October 07, 2023, issued by the Securities and Exchange Board of India (“SEBI”), and other applicable and related circulars, if any, on the matter issued by the MCA and the SEBI (collectively referred to as “Relevant Circulars”), the holding of the AGM through VC / OAVM has been permitted. Pursuant to the Relevant Circulars and in compliance with the regulatory requirements, the Notice of the 15th AGM and the Integrated Annual Report of the Company for FY 2023-24, is only being sent in electronic mode to Members whose e-mail addresses are registered with the Registrars and Transfer Agents (“RTA”) of the Company or with their respective Depository Participant(s).

ORDINARY BUSINESSES

- 1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Audited Consolidated Financial Statements of the Company for the said financial year, and the Reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the report of Board of Directors and Auditors thereon, be and are hereby considered and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

- 2. To declare dividend on equity shares of Rs. 0.12/- per equity share for the financial year ended March 31, 2024.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT a final dividend of Rs. 0.12/- per equity share having face value of Rs. 10 each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 and shall be paid to members of the company whose names appear in the register of members as on Friday, September 21, 2024 out of the profits of the Company.

SPECIAL BUSINESSES

3. Approve the waiver of sum refundable which is received as remuneration in excess of limits specified under section 197

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to provisions of Sections 197(9) and (10) read with Schedule V of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), (including any statutory modification(s) or re-enactment thereof for the time being in force) and the consent of the members of the Company be and is hereby accorded to waive the recovery of the sum refundable, which was received by the Executive Directors as remuneration in excess of limits during the previous two financial year, 2022-23 and 2023-24.

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**By order of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Place: Faridabad
Date: September 05, 2024**

**Sd/-
Ravinder Kumar Bhatia
Company Secretary and Compliance Officer**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circulars nos. 14/2020 dated April 08, 2020, 20/2020 dated May 05, 2020 and 09/2023 dated September 25, 2023 respectively (collectively referred to as “MCA Circulars”) and Securities Exchange Board of India (“SEBI”), vide its Circulars nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October, 07, 2023 (collectively referred to as “SEBI Circulars”) and other applicable circulars (Collectively referred to as “Circulars”) have permitted holding of the Annual General Meeting (“the Meeting/AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Act, 2013, with respect to the Special Businesses are annexed hereto.
3. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM (“remote e-voting”) is also provided by NSDL.
4. Company is providing two way teleconferencing facility for the ease of participation of the members. The instructions for members attending/participating in the AGM through VC/OAVM are provided at notes 24 to 27.
5. The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2023-24 and Notice of the 15th AGM of the Company, *inter alia*, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company’s Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company’s website www.dmrengineering.net, website of the Stock Exchange i.e., BSE Limited at www.bsesme.com

In compliance with the MCA and SEBI Circulars, the Company has also published a public notice by way of an advertisement made dated August 29, 2024 in Financial Express, English version and Jansatta, Hindi version, both having a wide circulation in the district

of the registered office of the Company, along with their electronic editions, inter alia, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

7. Pursuant to the provisions the Act, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the 15th AGM is being held pursuant to the Circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the 15th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csgauravthakur@gmail.com with a copy marked to evoting@nsdl.co.in.
9. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
10. The final dividend for the Financial year ended 31st March, 2024, as recommended by the Board, if approved at the AGM will be credited/dispatched within 30 days to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on Friday, September 21, 2024. In respect of shares held in electronic form, the dividend will be paid to Members whose names are furnished by NSDL and Central Depository Services (India) Limited (“CDSL”) as beneficial owner as on that date.
11. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated May 05, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service.

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company (R&T Agent) in case of the shares are held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member vide dispatch of dividend warrant/ cheque, as the case may be.

- 12.** Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company, may write to the Company through an email on cs@dmengineering.net , at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.

Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Skyline Financial Services Private Limited D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, 110020, Email: info@skylinerta.com, Tel.: 011-26812682, 40450193 to 97 Website: www.skylinerta.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Ravinder Kumar Bhatia, Company Secretary & Compliance Officer at the Registered Office of the Company (Phone No.: Tel: +91 129 4360445; Email: cs@dmengineering.net).

- 13.** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. Skyline Financial Services Private Limited in case shares are held in physical form.
- 14.** Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's RTA i.e. Skyline Financial Services Private Limited. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to Skyline Financial Services Private Limited in case the shares are held in physical form.
- 15.** Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA i.e. Skyline Financial Services Private Limited for consolidation into single folio.
- 16.** As per Regulation 40 of the SEBI Listing Regulations, as amended, the securities of the listed company cannot be transferred in physical mode w.e.f. April 01, 2019, except in case of request received for transposition or transmission of securities. In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. Skyline Financial Services Private Limited for assistance in this regard.
- 17.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA i.e. Skyline Financial Services Private Limited.
- 18.** In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. Skyline Financial Services Private Limited in case

shares are held by them in physical form for receiving all communication including annual report, notices, circulars etc. from the Company electronically. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

19. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be made available electronically for inspection by the Members during the Meeting. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM. Also, the Notice for this 15th AGM along with requisite documents and the Annual Report for the financial year 2023-24 shall also be available on the Company's website www.dmengineering.net. Members seeking to inspect such documents can send an email to cs@dmengineering.net.
22. The remote e-voting facility will be available during the following voting period:
 - i. Commencement of remote e-voting: From 09.00 a.m. IST on Wednesday, September 25, 2024.
 - ii. End of remote e-voting: Up to 5.00 p.m. IST on Friday, September 27, 2024.
23. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 21, 2024 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith.
24. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csgauravthakur@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@skylinerta.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@skylinerta.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

25. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

26. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@dmengineering.net. The same will be replied by the company suitably.

27. Instructions for Shareholders/ Members to Speak during the Annual General Meeting:

- i. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company on the dmr@dmengineering.net.
 - ii. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
 - iii. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
 - iv. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
 - v. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
 - vi. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- 28.** Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2021 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (“the IT Act”). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company’s email address at cs@dmengineering.net.
- 29.** The voting rights of Members shall be in proportion to their shares of the total paid up equity share capital of the Company as on the cut-off date.
- 30.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- 31.** Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date i.e. September 21, 2024 needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- 32.** The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again or change it subsequently.

33. Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
34. Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
35. The Board of Directors of the Company has appointed Mr. Gaurav Thakur, Practicing Company Secretary, (M. No. A51725 and CP No. 22343), Proprietor of M/s. Thakur G & Co., as the Scrutinizer to scrutinize the e-voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
36. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use e-voting facility for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
37. The Scrutinizer shall after the conclusion of voting at the Meeting, will unblock the votes cast through remote e-voting and shall make and submit, within 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 2 working days of conclusion of the AGM.
38. The Notice of the AGM shall be placed on the website of the Company and NSDL till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.dmrengineering.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.

**By order of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Place: Faridabad
Date: September 05, 2024**

**Sd/-
Ravinder Kumar Bhatia
Company Secretary and Compliance Officer**

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 3

The members are being informed that the Company has paid excess remuneration to the Executive Directors for the previous two financial years, 2022-23 and 2023-24. The attention of the Board is drawn to Sections 197(9) and 197(10) of the Companies Act, 2013, which state that any remuneration paid in excess of the prescribed limits becomes refundable. However, this can be waived by the company through the passing of a special resolution within two years from the date it becomes refundable. Accordingly, the company inadvertently paid excess remuneration to the aforementioned directors.

Considering the aforesaid, and in light of their valuable support and crucial contributions to the board in nearly every activity of the company, the Board has decided to waive the excess remuneration paid to the aforementioned directors in the interest of the company and its stakeholders, subject to the approval of the shareholders by passing a special resolution.

It is further informed to the shareholders that this waiver will foster more caring and cordial relations with the directors, and they are expected to contribute even more, considering this waiver as a special gesture by the shareholders.

Considering their vast experience, knowledge, and increased responsibilities, the Board of Directors, at its meeting held on Friday, August 23, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee and the Audit Committee, considered and approved, subject to the approval of the Members, the waiver of the excess remuneration paid to the executive directors of the company.

The Board recommends the resolution for the approval of Members by way of Special Resolution.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

**By order of the Board of Directors of
DMR Hydroengineering and Infrastructures Limited**

**Place: Faridabad
Date: September 05, 2024**

**Sd/-
Ravinder Kumar Bhatia
Company Secretary and Compliance Officer**



Hydroengineering and
Infrastructures Limited

Infrastructure Served

- Pumped Storage, Large Hydro, Small Hydro
- Dams, Irrigation and Water Resources
- Renewable Energy
- Road and Rail Tunnels

Services Offered

- Design & Engineering
- Bid Services
- Construction Management
- Due Diligence & Advisory

Contact Us

Corporate Centre: 473, Sector 30, Faridabad, Haryana, India 121003

Engineering Office: G 16, SRS Tower, Sector 31, Faridabad, Haryana, India 121003

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