



Gaurav Thakur

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THAKUR G & CO

(Practicing Company Secretaries)

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Chairperson of 15th Annual General Meeting ("AGM") of the members of **DMR Hydroengineering & Infrastructures Limited (CIN: L74900HR2009PLC039823)** held on Saturday, September 28, 2024 at 11:30 A.M. through Video Conferencing ("VC") or Other Audio-Visual Mean ("OAVM")

Dear Sir,

1. I, Gaurav Thakur, Practicing Company Secretaries proprietor of M/s. Thakur G & Co., a Company Secretary Firm, , had been appointed as the Scrutinizer by the Board of Directors of DMR Hydroengineering & Infrastructures Limited ("the Company") at its meeting held on Friday, August 23, 2024, for the purpose of scrutinizing the process of remote E-voting and E-voting in a fair and transparent manner on the resolution contained in the AGM Notice on Thursday, September 05, 2024 ("Notice") conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
2. In accordance with the General Circular Nos. 20/2020 dated May 5, 2020 and 09/2023 dated 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.
3. 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 the Financial Year ended March 31, 2024, was 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).
4. The Notice and Annual Report 2023-2024 were also placed on the website of the Company <https://dmrengineering.net/> and on the website of the Stock Exchange i.e., BSE Limited at <https://www.bsesme.com/> and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com, respectively.
5. The management of the Company is responsible to ensure the compliance with the requirements of the



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Act, Rules and notifications and SEBI Listing Regulations relating to voting through electronic means on the businesses set out in the Notice of the 15th AGM of the Members of the Company.

6. My responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting conducted during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted in submitting a Consolidated Scrutinizer's Report on the voting on the resolutions set out in the Notice, based on the reports generated from the e-Voting system of National Securities Depository Limited ("NSDL"), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Company.
7. In Compliance with the MCA Circulars, a newspapers advertisements were published dated August 29, 2024 and September 06, 2024 in "Financial Express" (English Language) and Jansatta (Hindi Language) respectively, both the newspapers having electronic editions specifying all the necessary information prescribed in the rules and circulars.
8. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the shareholders of the Company.
9. The shareholders of the Company holding shares as on the "Cut-off date" as on Saturday, September 21, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM. After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
10. The voting period for remote e-voting before the AGM as stated below.

Commenced of e-voting	From 09.00 a.m. IST on Wednesday, September 25, 2024.
Ended of e-voting	Up to 5.00 p.m. IST on Friday, September 27, 2024

The remote e-voting facility before the AGM was disabled thereafter.

11. On September 28, 2024, post the conclusion of e-voting period, the votes cast through E- voting was duly unblocked by me as a Scrutinizer in the presence of Mr. Paras Rajput, and Mr. Niraj Agarwal, who acted as the witnesses, as prescribed in E-voting Rules. After unblocking the votes cast, the votes cast through remote e-voting and e-voting the AGM, were consolidated and the final Scrutinizer's Report was prepared.
12. The consolidated results of the E-voting are as under:

Resolution No. 1: Adoption of 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 by way of ordinary resolution;

Particulars	Remote e-voting	E-voting at the AGM	Consolidated voting results
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	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	Total no. of members voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
Total Votes	20	28,32,500	-	-	20	28,32,500	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	20	28,32,500	-	-	20	28,32,500	100%
Votes in Favour	20	28,32,500	-	-	20	28,32,500	100%
Votes in against	-	-	-	-	-	-	0.00%

The resolution has been passed with requisite majority.

Resolution No. 2: To declare dividend on equity shares of Rs. 0.12/- per equity share for the financial year ended March 31, 2024 by way ordinary resolution;

Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	Total no. of members voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
Total Votes	20	28,32,500	-	-	20	28,32,500	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	20	28,32,500	-	-0	20	28,32,500	100%
Votes in Favour	18	27,86,000	-	-	18	27,86,000	98.36%
Votes in against	2	46,500	-	-	2	46,500	1.64%

Resolution No. 3: Approve the waiver of sum refundable which is received as remuneration in excess of limits specified under section 197 by way of special resolution.



[Handwritten signature]



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Particulars	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	Total no. of members voted	Total no. of shares for which votes cast	% to total no. of shares for which votes cast
Total Votes	20	28,32,500	-	-	20	28,32,500	100%
Less: Invalid Votes	-	-	-	-	-	-	-
Total Valid Votes	20	28,32,500	-	-	20	28,32,500	100%
Votes in Favour	19	27,89,000	-	-	19	27,89,000	98.46%
Votes in against	1	43,500	-	-	1	43,500	1.54%

Note: Figures have been taken upto two decimal places.

The resolution has been passed with requisite majority.

In view of the above scrutiny, I hereby certify that the above resolutions have been passed with requisite majority on Saturday, September 28, 2024

For THAKUR G & CO
Practicing Company Secretaries

Gaurav Thakur
(Proprietor)
M. No. A51725
CP No. 2343



Acknowledgement receipt of the Report
For DMR Hydroengineering & Infrastructures
Limited

Ravinder Kumar Bhatia
Company Secretary and Compliance Officer
(Authorised by the Chairperson)

UDIN: A051725F001372693

Place: Jalandhar

Date: 30.09.2024

The following were the witness to the unblocking the votes cast through remote e-voting and e-voting at the AGM.

1. Paras Rajput

Signature:

2. Niraj Agarwal

Signature: