

Partnering for a Better Tomorrow

Supporting Infrastructure Projects Across the Globe



DMR Engineering Limited

Annual Report 2025–26

Advisory

Design

Management

Engineering insight for resilient infrastructure

Design • Advisory • Construction Management • Due Diligence

DMR Engineering Limited
(formerly known as DMR Hydroengineering & Infrastructures Limited)
Annual Report 2025-26

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Corporate Information

Board of Directors

1. Mr. Subhash Chander Mittal, Chairman and Managing Director
2. Mrs. Neelam Mittal, Whole Time Director (Ceased w.e.f April 14, 2026)
3. Mrs. Rachana Agrawal, Independent Director
4. Mr. Bangam Prasad Rao, Non-Executive Director (Ceased w.e.f July 14, 2025)
5. Mr. Krishan Kumar Gupta, Non-executive Director (Ceased w.e.f May 09, 2026)
6. Ms. Anita Goyal, Independent Director
7. Mr. Divay Mittal, Whole-time Director (Appointed w.e.f May 09, 2026)
8. Mr. Arvind Bhat, Whole-time Director (Appointed w.e.f May 09, 2026)
9. Mr. Man Mohan Madan, Non-Executive Director (Appointed w.e.f May 09, 2026)

Audit Committee (w.e.f May 09, 2026)

1. Mrs. Rachana Agrawal, Chairperson
2. Ms. Anita Goyal, Member
3. Mr. Divay Mittal, Member

Nomination & Remuneration Committee (w.e.f May 09, 2026)

1. Mrs. Rachana Agrawal, Chairperson
2. Ms. Anita Goyal, Member
3. Mr. Man Mohan Madan, Member
4. Mr. Divay Mittal, Member

Stakeholders Relationship Committee (w.e.f May 09, 2026)

1. Mrs. Rachana Agrawal, Chairperson
2. Mr. Divay Mittal, Member
3. Mr. Arvind Bhat, 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

Punjab National Bank
HDFC Bank Limited

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 **17th Annual Report** of the business and operations of DMR Engineering Limited ('DMR' or 'Company') for the financial year ended March 31, 2026. 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.

Over the past years, DMR has continued to strengthen its position as a leading global platform for engineering services in the field of renewable energy. Through innovative ideas, rigorous technical work, and strategic partnerships, we have supported several initiatives and transformed them into practical and viable engineering solutions. This effort has reinforced DMR's relevance, credibility, and resilience.

Our growth strategy during the year 2025-26 has been continued to be built around the followings:

- Pursuing potential national and international business opportunities;
- Forging business partnerships with international partners;
- Consolidating our position in pumped storage, hydro power, solar power, dam safety, plant technical audits and tunnel engineering opportunities;
- Building capacities around delivering projects management consulting services (PMC Services) for hydro power, dams and tunnels projects;
- Leverage the knowledge of specialized software in delivery of assignments;

We are actively engaged in engineering projects spanning across road and water tunnels, dams, small hydropower, renewable energy, power, and pumped storage. DMR's services such as technical due diligence studies, feasibility studies, detailed design, project and construction management, project inspections and commissioning, have helped many projects to be in a better standing. Our work supports carbon reduction, energy transition, better mobility, and stronger water security.

Project owners and large contactors worldwide are looking to us for support. It is our responsibility to meet their expectations. This necessitates being prepared for global project delivery and international travel as part of our work.

Our international business teams have succeeded in getting new businesses from international markets notably Bhutan and Laos, enhancing prestige and confidence our engineers.

We are actively involved in engineering projects for road tunnels, water tunnels, dams, small hydro, renewable energy, power, and pumped storage. Our work contributes to themes like carbon reduction, energy transition, improved mobility, and water security. Our services include bid engineering studies, detailed design, project management, due diligence, inspections, and monitoring.

For hydropower and other engineering assignments, our experts and engineers have travelled during FY 2025-26 to remote but interested places in Himanchal Pradesh, Jammu and Kashmir, Arunachal Pradesh, Sikkim and Manipur, Mizoram, Bhutan, Laos and Africa.

Our Lender Engineering team for solar projects travels extensively across India, including Rajasthan, Tamil Nadu, and Uttarakhand.

We are having robust order book at the end of the financial year 2025-26.

Ambitious targets for order book and revenue growth have been set for 2026-27. These goals will propel us to the next growth trajectory. We also proposed to grow our specialized subsidiaries and associate companies, complementary our delivery.

We have overhauled the profile of our senior team with blend of high performing seniors and young talent driving growth of our Company.

In this regard, induction of new executive and non-executive directors in leadership role bring much needed high-level talent to propel growth.

With a team strength of 60 talented staff, DMR is now a mid-sized, diversified engineering consultancy ready to operate on a global scale. Our business and operations are led by experienced leaders with decades of expertise, serving both domestic and international clients.

Maintaining workplace hygiene and aesthetics contributes to a positive work environment. Let's continue to foster collaboration, mutual respect, and a learning culture to enhance productivity. Our business office now operates from aesthetic business campus at RPS 12th Avenue, Faridabad which is strategically located on NH-2, Mathura Road.

Proficiency in specialized engineering software, presentations, report writing, and documentation is vital for our organization's success. Our workforce needs to stay updated on these skills.

Our teams are embracing Artificial Intelligence (AI) in their day-to-day work bringing efficiency in their works.

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 national and international clients for their continued faith and trust in DMR. I am also grateful to all DMR employees for their commitment and dedication to enhance 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.

With warm regards

Subhash Chander Mittal
Chairman & Managing Director

Company at a Glance

DMR Engineering Limited (formerly 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 had 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'. Further, the Registrar of Companies, Ministry of Corporate Affairs ("MCA"), has approved the change in name of the Company from "**DMR Hydroengineering & Infrastructures Limited**" to "**DMR Engineering Limited**", with effect from August 22, 2025.

DMR provides engineering consultancy services from concept-to-commissioning in the sectors such as hydropower (including small hydro, large hydro and PSP), 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 or 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

The Company is engaged in engineering consultancy services to several infrastructure sectors including Hydropower include Small Hydro, Pumped Storage Projects, Solar Energy, Water Resource, Dams, Roads and Railway tunnels, and Urban Infrastructure. Our Company offers services for 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.

In addition to the above expansion, we have established several subsidiary companies, including one company specializing in geophysical investigations, further diversifying our areas of service.

Alongside our expansion, we have also ventured into other area such as pumped storage projects, solar energy projects, small hydro projects, irrigation projects, and various other infrastructure projects. During this time, we have developed extensive in-house expertise, broadened our service offerings, and expanded across multiple engineering disciplines.

Strengths

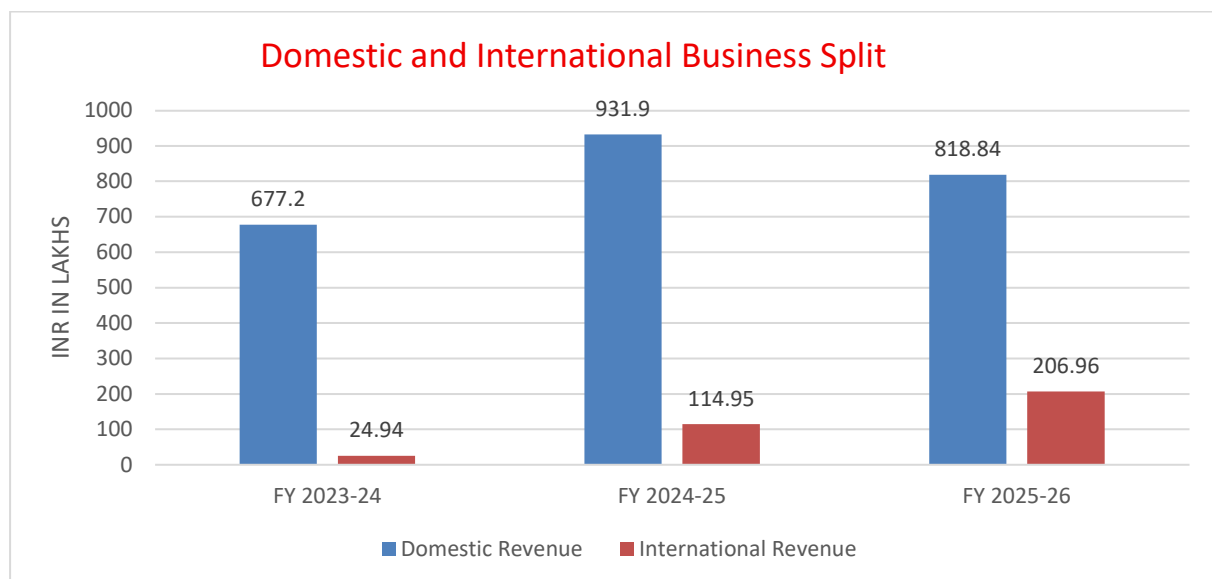
1. Our Presence

DMR has **executed close to 220 projects till date**, with exhaustive experience in preparation of feasibility studies and detailed design engineering across water, renewable energy and infrastructure projects.

DMR has a deep pool of **80+ experienced engineers** in all disciplines of engineering such as Civil, E&M, HM, Geology, Hydrology, GIS, Geophysics, Project Management, Cost Estimate and Financial Analysis that are required to implement large projects from concept to commissioning

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 Himanchal Pradesh, Jammu and Kashmir, Arunachal Pradesh, Sikkim, Manipur, Mizoram, Rajasthan, Uttaranchal, Maharashtra, Odisha, Jharkhand, Uttar Pradesh, Chhattisgarh etc. Internationally, our business operations are currently in Bhutan, Laos and Africa.

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



Mr. Subhash Chander Mittal, is the Promoter and the Managing Director of the Company. He has been on the Board of the Company since incorporation. He has diverse experience of more than 42 years in the field of engineering. He has contributed immensely in the engineering of several large projects in hydropower, water resources, irrigation, and pump storage projects. Besides being the lead technical person in the company, he also looks at the company's overall business operations, including strategy and direction of the business.

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



2. Comprehensive Engineering Services Portfolio

Our Company provides a wide range of engineering consultancy and due diligence services across key infrastructure sectors, including hydropower, pumped storage projects, dams, roads, and railway tunnels. With extensive technical expertise and industry experience, we

offer end-to-end solutions throughout the entire project lifecycle, enabling clients to successfully plan, execute, and manage complex infrastructure developments.

DMR service offerings encompass design and engineering, due diligence and regulatory advisory, bid management, construction engineering, quality assurance, and inspection services. By delivering integrated and customized solutions at every stage of a project, we assist clients in enhancing project efficiency, ensuring regulatory compliance, mitigating risks, and achieving successful project outcomes.

The following is an overview of the key 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 vii. Dam Safety & Inspections 	<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 v. Regulatory Support and Assessment vi. Environment Studies vii. Health & Safety

3. Experienced Management Team and Skilled Workforce

Our Company is led by an experienced management team with extensive expertise in the engineering industry. Their deep industry knowledge and strategic leadership enable effective operational coordination, informed decision-making, and the successful execution of long-term business objectives. Drawing on their collective experience, the management team is well-positioned to identify emerging market trends, address industry challenges, and drive sustainable growth across our operations.

In addition, DMR is supported by a strong corporate functions team comprising dedicated professionals in Finance, Information Technology, Company Secretarial, Human Resources, and Business Development functions, ensuring efficient organizational support and governance.

Our engineering workforce includes highly experienced senior professionals with strong technical expertise across multiple engineering disciplines. The team is proficient in the use of industry-leading engineering and design software, including STAD Pro, ZWCAD, AutoCAD, Revit, Civil 3D, MIDAS, Relux, ETAP, Hammer OpenFlows, Unwedge, DIPS, RS2/RS3, and other proprietary software applications related to geotechnical and structural engineering. We believe that the combined capabilities of our management team and technical professionals have been instrumental in strengthening our operational capabilities, enhancing service quality, continuously improving processes, and supporting the Company's growth and reputation within the engineering consultancy sector.

4. Established Presence Across Diversified Infrastructure Sectors

DMR has established a strong presence in diverse infrastructure sectors by providing specialized engineering consultancy services across renewable energy, water resources, and tunnel engineering projects. Our services are designed to deliver innovative, efficient, and sustainable solutions that address the evolving requirements of a broad client base, including EPC contractors, Public Sector Undertakings (PSUs), Independent Power Producers (IPPs), and other consulting organizations.

The Company's consulting approach is focused on helping clients achieve their strategic objectives through a comprehensive portfolio of capabilities spanning consulting, design, engineering, and operational support. By combining technical excellence with industry expertise, DMR assists clients in executing complex infrastructure projects, improving operational efficiency, and developing future-ready and sustainable solutions that create long-term value.

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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.



Mr. Divay Mittal is Promoter and Whole-time Director of the Company. He holds degree in Bachelor of Technology in Electrical Engineering from National Institute of Technology, Kurukshetra, India. He also holds a degree in Management of Business Administration ('MBA') from Vanderbilt University, Nashville, Tennessee, United States. Mr. Divay Mittal has previously worked with PricewaterhouseCoopers (PwC) in the New York office as a Senior Consultant, and subsequently worked with PricewaterhouseCoopers (PwC) in the India office as a manager. He has 15 years Professional Experience in the field of Consulting, Finance and Banking Services.



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.



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.



Mr. Arvind Bhat is Whole-time Director of the Company. He holds degree in BE (Electrical) from National Institute of Technology, Durgapur. He has more than 40 years of experience in Hydropower sector. He has been associated with Electromechanical design, construction, operation and maintenance aspects of oated. He is seasoned professional in the field of Electrical Engineering. He has worked in NHPC. listed public sector company for 36 years in various positions and retired from the post of Executive Director. He has been associated with engineering of Sewa-II, Uri-II, Omkareshwar, Nimmo Bazgo, Chutak, Kisheganga Power Stations of NHPC. He was also the Head of, 390 MW Dulhasti Power Station of NHPC. He was also Director of National High Powert Testing Lab., a Joint Venture company of NHPC, Powergrid, NTPC, CPRI and DVC. He has also worked at 2000MW Subansiri HE projects during the pre-construction and construction period. Post retirement he has been associated as independent consultant to CBIP and WAPCOS.



Mr. Man Mohan Madan is Non-executive Director of the Company. He is having about 50 years of National as well as international experience in the field of Hydro power, Dams, Hydro Tunnels, Highway & Metro rail tunnels, currently he is Chief Advisor (Hydro, Tunnels and Dams) at DMR. He holds a degree of B.Tech in Civil Engineering from G B Pant University of Agriculture & Technology, Pantnagar, Nainital, Uttarakhand and PGDHRM & MBA from IGNOU. Started in Career in 1976 with MN Dastur & Co and with NHPC (a pioneer Hydro Power PSU). After working in NHPC at various posts and heading Large and small Hydro Projects and rose to the post of Regional Executive Director. After 4 years as Executive Director left NHPC and joined Various Private organisations in the Hydropower sector for next 10 years as CEO (Hydro) of LNJ Bhilwara Group, Director (Hydro) of GVK Infra Group, President and CEO of Jindal Power Limited for their 6000 MW Hydro Projects.

After 42 years of active service life started as Independent Consultant and worked with ASSOCHAM as Chairman (Hydro Group), Chairman (Tunnelling Group) of National Council on Power & Construction Equipment for Policy Advocacy with GoI & other short term assignments included Consultant for Lenders Engineer (Rewa- Siddhi Highway tunnel),

Member of NHAI H-10 committee of Road & Tunnels, Consultant for Mumbai Metro NATM & TBM Tunnel, RCC Dam of Middle Vaiterna, consultancy service to Lower Solu HEP, Nepal, joined as Top Level Expert of WAPCOS for Lower Seti Hydro power project as Team Leader, Team Leader & Procurement Contracts Management Specialist of GRHSP, ADB Funded Project at Bhutan, Planning and Construction Management Specialist of Polavaram ECRF Dam of about 4km length and various other assignments. Field of Specialization includes Execution of Tunnels in Hydro, Metro and Roads & Highways with Expertise in handling extremely weak strata, execution with DBM, NATM, NTM & TBMs. Specialisation in Construction of All Types of Dams and Diaphragm Walls including Quality Aspects.

He is a Fellow member of Indian National Academy of Engineering (FINAE), Institution of Engineers, India (FIE), Institution of Valuers (FIV) and Member of many reputed Institutions. He is recipient of many awards namely the late Prof. V. K. Kulkarni Award for best paper, for writing Original Technical Books in Hindi Language, CBIP- I.N. Sinha award 2001-02 for Outstanding contribution in the Water Resources sector, First prize by Power Minister for writing original book in Hindi Language, Recognised as TOP 100 ENGINEERS 2009 in the world by International Biographical Centre, Cambridge, England, Aqua Foundation's Excellence Award under the category of Professional Excellence (Individual). He has to his credit published and presented 260 Technical Articles, out of which 22 are at International level.

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DMR Environmental, Social & Governance (ESG) Commitment

Environmental

As a leading engineering consulting company, DMR is committed to driving sustainable growth through responsible business practices. We believe that sustainability is integral to building strong relationships with our clients, employees, partners, and communities while contributing positively to society and the environment.

Our commitment is focused on enabling a low-carbon and resource-efficient economy by integrating responsible environmental practices across our operations. We strive to optimize energy consumption, conserve natural resources, minimize waste generation, and promote sustainable development in all our activities. DMR actively works towards increasing the adoption of renewable energy sources while reducing dependence on fossil fuels.

Social

Social responsibility is a fundamental value at DMR. We are committed to creating positive social impact through responsible business practices, community engagement, employee development, and environmental stewardship. We encourage volunteerism, community participation, and initiatives that contribute to the well-being of society and the environment.

Our people are the cornerstone of our success. We foster a diverse, inclusive, and high-performing workplace that supports continuous learning, innovation, and professional growth. Through investments in digital learning platforms, mentoring networks, talent development initiatives, and upskilling and reskilling programs, we empower our employees to excel in an evolving business environment.

DMR has established leadership development programs across business, technology, and functional domains, supported by dedicated mentoring, and recognition programs that celebrate excellence and achievement.

We are committed to maintaining a workplace culture that prioritizes employee health, safety, well-being, diversity, and equal opportunity. By creating an environment where individuals can thrive and reach their full potential, we continue to strengthen our position as an employer of choice.

Diversity, Equity & Inclusion (DEI)

DMR is an equal opportunity employer with a comprehensive Diversity, Equity, and Inclusion (DEI) policy that embraces diversity across all dimensions, including gender, marital status, religion, race, caste, colour, age, ancestry, nationality, language, ethnic origin, socio-economic background, physical appearance, disability, sexual orientation, gender identity and expression, and all other characteristics protected by applicable laws.

We recognize that a diverse and inclusive workforce is essential for driving innovation, enhancing creativity, and shaping effective business strategies. At DMR, diversity and

inclusion are viewed as an ongoing journey rather than a destination. We are committed to fostering a workplace where every individual feels valued, respected, and empowered to contribute their unique perspectives.

Our initiatives are designed to promote equal opportunities, cultivate an inclusive culture, eliminate unconscious biases, and support professional and personal growth for all employees.

Governance

Ethical Governance and Responsible Business Practices

DMR is committed to maintaining the highest standards of corporate governance, transparency, accountability, and ethical conduct. We believe that long-term business success is achieved by balancing profitability with our responsibilities to shareholders, employees, clients, communities, and other stakeholders.

Our governance framework promotes integrity, responsible decision-making, regulatory compliance, and transparent communication across all levels of the organization. We continuously strive to ensure compliance with all applicable laws, regulations, and industry standards while embedding ethical principles into our business practices.

We view corporate governance as a continuous journey focused on creating sustainable value, strengthening stakeholder trust, and enhancing organizational resilience.

Business Ethics

DMR conducts its business with the highest standards of ethics, integrity, professionalism, and accountability. We are committed to complying with all applicable laws, rules, regulations, and industry standards while promoting environmental stewardship and social responsibility.

Our objective is to deliver innovative, end-to-end engineering and consulting solutions that create lasting value for our clients. Through ethical business conduct, responsible leadership, and a strong culture of compliance, we aim to build enduring relationships and contribute to sustainable growth for all stakeholders.

Strategies

Strategic Area	Focus	Key Objective
Cost Leadership & Operational Excellence		Maximize asset utilization, optimize operational efficiency, and maintain a cost-competitive business model to drive sustainable profitability.
Market Expansion & Growth		Broaden market reach and strengthen the Company's market share through strategic business development initiatives and enhanced client engagement.
People-Centric Organization		Foster a high-performance workplace through employee-focused policies, industry-benchmarked remuneration, work-life balance initiatives, fair and equitable compensation practices, and employee well-being programs.
Talent Productivity Enhancement		Improve workforce productivity through continuous learning, skill development, digital enablement, performance management, and process optimization.
Revenue & Profitability Growth		Increase revenue generation and profitability per employee by improving operational leverage, service efficiency, and value-added offerings.
International Expansion		Strengthen and expand the Company's global footprint by exploring new geographic markets and enhancing international business opportunities.
Client Acquisition & Retention		Focus on attracting reputable and financially sound clients by delivering integrated, end-to-end solutions while expanding service offerings to existing clients.
Performance-Driven Culture		Drive measurable improvements through clearly defined performance metrics, continuous monitoring, and a culture of accountability and excellence.
Service Diversification		Expand capabilities and service offerings across Mechanical, Electrical, Automation, Information Technology, and emerging technology domains to meet evolving client requirements.
Responsible Corporate Citizenship		Conduct business responsibly by integrating environmental, social, ethical, and governance considerations into decision-making and operations.
Stakeholder Value Creation		Deliver sustainable long-term value for shareholders, employees, clients, partners, and communities through responsible growth and business excellence.
Organizational Credibility & Brand Strengthening		Enhance the Company's reputation as a trusted, diversified, and well-rounded organization recognized for quality, innovation, integrity, and operational excellence.

Strategic Vision

DMR's strategic focus is centered on sustainable growth, operational excellence, talent development, service diversification, and stakeholder value creation. By strengthening its people, expanding its market presence, enhancing client relationships, and maintaining responsible business practices, the Company aims to build a resilient, globally recognized engineering consulting organization capable of delivering long-term value to all stakeholders.

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Directors' Report

Dear Members,

Your directors are pleased to present the **17th Annual Report** on the business and operations of **DMR Engineering Limited (Formerly DMR Hydroengineering & Infrastructure Limited)** (hereinafter referred to as the "Company") along with the audited financial statements for the financial year ended March 31, 2026.

1. FINANCIAL SUMMARY

The financial performance of the Company is summarized below:

(Amount in Lakhs)			
	Particulars	For the financial year ended 31.03.2026	For the financial year ended 31.03.2025
I	Revenue from Operations	1025.80	1046.85
II	Other Income	30.25	32.96
III	Total Revenue (I+II)	1056.06	1079.81
IV	Total expenses (IV)	926.16	858.57
V	Profit before tax (III-IV)	129.90	221.24
VI	Tax Expense		
	1 Current Tax	31.28	52.16
	2 Deferred Tax	2.99	(1.52)
	Total Tax Expense (VI)	34.27	50.64
VII	Profit/(Loss) for the period (V-VI)	95.63	170.59
VIII	Earnings per equity share		
	(1) Basic	0.92	1.67
	(2) Diluted	0.92	1.67

2. REVIEW OF OPERATIONS AND PERFORMANCE

As of March 31, 2026, the Company recorded a decline of 2.01% in its revenue from operations, from Rs. 1,046.85 lakhs in the previous financial year 2024–25 to Rs. 1,025.80 lakhs during the financial year 2025–26. The net profit of the Company also declined by 43.94%, from Rs. 170.59 lakhs in the previous financial year 2024–25 to Rs. 95.63 lakhs in the financial year 2025–26.

3. DIVIDEND

The Board of Directors in its meeting held on Saturday, May 09, 2025 has recommended to the shareholders a final dividend of Rs. 0.14/- per equity share for the financial year 2025-26. The final dividend, if declared as above, would entail a total outflow of approx. Rs. 14,55,010/-. The dividend payment is subject to approval of members at the ensuing 17th 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 year under review, the authorized share capital of the Company was 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.

PAID-UP SHARE CAPITAL

During the year under review, the Company issued and allotted up to 63,82,206 equity shares of Rs.10/- (Rupees Ten only) each as bonus shares, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date Thursday, August 28, 2025 ('Record Date') fixed in this regard by the Board, in the proportion of 8:5 i.e., 8 (Eight) new fully paid-up equity share of Rs.10/- (Rupees Ten only) each for every 5 (Five) existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each held by the Members of the Company.

During the year under review, the Company issued and allotted 21,840 (Twenty-One Thousand Eight Hundred Forty) Stock Options, convertible into 21,840 (Twenty-One Thousand Eight Hundred Forty) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) each, in consideration of aggregating to Rs. 84,000/- (Rupees Eighty-Four Thousand only) ranking *pari passu* with the existing Equity shares of the Company, to the following eligible employees of the Company under **ESOP Grant II** pursuant to the **DMR Employees Stock Option Plan 2023** ("Plan" or "Scheme") in the Company. Further, the Company has issued Bonus Equity Shares in the ratio of 8:5, i.e., 8 (Eight) fully paid-up equity shares of Rs. 10/- each for every 5 (Five) fully paid-up equity shares of Rs. 10/- each, on Friday, August 29, 2025, and accordingly, the Company has made necessary adjustments to the exercise price and/or the number of equity shares to be issued against the stock options, including options vested or to be vested, in compliance with applicable laws and the provisions of the existing Employee Stock Option Scheme.

The paid-up equity share capital as on March 31, 2026, was Rs. 10,39,29,310 (Rupees Ten Crore Thirty-Nine Lakh Twenty-Nine Thousand Three Hundred Ten only) divided into 1,03,92,931 (One Crore Three Lakh Ninety-Two Thousand Nine Hundred Thirty-One) fully paid-up equity shares having face value of Rs. 10/- (Rupee Ten only) each.

6. EMPLOYEE STOCK OPTION PLAN (ESOP)

Your Company has instituted DMR Employees Stock Option Plan 2023 (“Plan” or “Scheme”), in order to reward, attract, motivate and retain its employees, existing or future, for their performance and for their contribution to the growth and profitability of the Company.

The Nomination and Remuneration Committee administers these plans. The stock option plans are in compliance with the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, there have been no material changes to these plans during the financial year. Disclosures on various plans, details of options granted, shares allotted upon exercise, etc. as required under these regulations are available on the Company’s website at <https://dmrengineering.net/other-disclosures/> No employee was issued stock options during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

Pursuant to the requirements of the SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, a certificate has been issued by the Secretarial Auditor of the Company confirming that the Plan has been implemented in accordance with the said Regulations and in accordance with the resolution passed by the Company in the General Meeting.

7. LISTING OF SHARES

During the year under review, the Company has been paid the annual listing fees to BSE Limited for the financial year 2025-26.

8. SUBSIDIARIES COMPANIES

As of March 31, 2026, your Company had three subsidiary companies viz., DM Consulting Engineers Private Limited (“DM Consulting”), DM Gates and Penstocks Private Limited (“DM Gates and Penstocks”), Faridabad, Haryana, India and “DMR Consulting USA Inc.” in Cupertino, 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 annexed and marked as **Annexure-I**. 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://www.dmrengineering.net/financial-statement-of-subsidiaries/>

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, 2026, 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 2025-26 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 of March 31, 2026, the Board of the Company was duly constituted with 5 (Five) Directors comprising of 1 (One) Managing Director, 1 (One) Whole-Time Directors, 1 (One) Non-Executive Director and 2 (Two) 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, at its meeting held on July 14, 2025 has re-appointed Mr. Subhash Chander Mittal (DIN: 02861072) as a Managing Director of the Company. His re-appointment was approved by the shareholders in the 16th Annual General Meeting held on Wednesday, August 13, 2025 for a period of 5 years, with effect from December 20, 2025.
- ii. The Board of Directors of the Company, at its meeting held on July 14, 2025 has re-appointed Mrs. Neelam Mittal, (DIN: 02861064) as a Whole-time Director of the Company. Her re-appointment was approved by the shareholders in the 16th Annual General Meeting held on Wednesday, August 13, 2025 for a period of 5 years, with effect from September 30, 2025.
- iii. The Board of Directors of the Company, at its meeting held on July 14, 2025 has also approved the change in designation of Mr. Krishan Kumar Gupta (DIN: 10249694) from Whole-time Director to Non-executive Director of the Company. His change in designation was approved by the shareholders in the 16th Annual General Meeting held on Wednesday, August 13, 2025, with effect from July 14, 2025.
- iv. Mr. Bangam Prasad Rao (DIN: 09335571), 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. Rao has retired from his position as Director, effective from July 14, 2025.

Further, the following changes have taken place in the Board of Directors of the Company post the financial year 2025-26.

In terms of Section 203 of the Companies Act 2013, the following are the Key Managerial Personnel of the Company:

- i. Mrs. Neelam Mittal, (DIN: 02861064), Whole-time Director, has tendered her resignation from the Board vide her resignation letter dated April 14, 2026, effective from the close of business hours at 12:15 p.m. (IST) on April 14, 2026, due to her personal time constraints.
- ii. The Board of Directors of the Company, at its meeting held on May 09, 2026, appointed Mr. Divay Mittal (DIN: 07772688) as an Additional Director in the capacity of Whole-time Director, designated as an Executive Director of the Company, with effect from May 09, 2026, who shall hold office up to the date of the ensuing Annual General Meeting of the Company. His appointment as Whole-time Director, designated as an Executive Director of the Company, not liable to retire by rotation, for a term of five years with effect from May 09, 2026 to May 08, 2031 shall be placed before the shareholders for regularization and approval at the ensuing Annual General Meeting of the Company.
- iii. Further, the Board of Directors of the Company, at its meeting held on May 09, 2026, appointed Mr. Arvind Bhat (DIN: 08194278), as an Additional Director in the capacity of Whole-time Director, designated as an Executive Director of the Company, with effect from May 09, 2026, who shall hold office up to the date of the ensuing Annual General Meeting of the Company. His appointment as Whole-time Director, designated as an Executive Director of the Company, liable to retire by rotation, for a term of five years with effect from May 09, 2026 to May 08, 2028 shall be placed before the shareholders for regularization and approval at the ensuing Annual General Meeting of the Company.
- iv. Further, the Board of Directors of the Company, at its meeting held on February 28, 2026, appointed Mr. Man Mohan Madan, (DIN: 03244335), as an Additional Director in the capacity of Non-executive Director of the Company, with effect from February 28, 2026, who shall hold office up to the date of the ensuing Annual General Meeting of the Company. His appointment as Non-executive Director of the Company, liable to retire by rotation, for a term of two years with effect from February 28, 2026 shall be placed before the shareholders for regularization and approval at the ensuing Annual General Meeting of the Company.
- v. Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Krishan Kumar Gupta (DIN: 10249694), Non-executive Director was liable to retire by rotation under the provisions of the Companies Act, 2013, and the Board did not recommend his re-appointment. Accordingly, Mr. Krishan Kumar Gupta retired from the position of Non-executive Director with effect from May 09, 2026.

- vi. In terms of Section 203 of the Companies Act 2013, the following are the Key Managerial Personnel of the Company:
- a) Mr. Subhash Chander Mittal, Chairman and Managing Director;
 - b) Mr. Divay Mittal, Whole-time Director;
 - c) Mr. Arvind Bhat, Whole-time Director;
 - d) Mr. Bal Mukund Kumar, Chief Financial Officer;
 - e) Mr. Ravinder Kumar Bhatia, Company Secretary and Compliance Officer;

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:

https://www.dmrengineering.net/pdf/policies/Remuneration-Policy_DMR-1.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 4 times i.e. on April 25, 2025, July 14, 2025, October 31, 2025, and February 28, 2026.

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, 2026, the Committee consisted of Mrs. Rachana Agrawal, Independent Director, Ms. Anita Goyal, Independent Director and Mr. Subhash Chander Mittal, Managing Director of the Company. Mrs. Rachana Agrawal acted as the Chairperson of the Committee.

During the Period under Review, the Audit Committee met 2 times i.e. on April 25, 2025, and October 31, 2025.

Due to change in the Board structure of the Company post March 31, 2026, 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 of March 31, 2026, the Committee consisted of Mrs. Rachana Agrawal, Independent Director, Ms. Anita Goyal, Independent Director, Mr. Krishan Kumar Gupta, Non-executive Director and Mr. Subhash Chander Mittal, Managing Director of the Company. Mrs. Rachana Agrawal acted as the Chairperson of the Committee.

During the Period under Review, the Nomination & Remuneration Committee met 2 times i.e. on July 14, 2025 and December 17, 2025.

Due to change in the Board structure of the Company post March 31, 2026, 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 of March 31, 2026, the Committee consisted of Mrs. Rachana Agrawal, Independent Director, Mr. Krishan Kumar Gupta, Non-executive Director and Mr. Subhash Chander Mittal, Managing Director of the Company. Mrs. Rachana Agrawal acted as the Chairperson of the Committee.

During the Period under Review, one (1) meeting of the Stakeholders' Relationship Committee was held on March 13, 2026.

Due to change in the Board structure of the Company post March 13, 2026, 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 April 14, 2026 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 May 09, 2026 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 13, 2026 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 year 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 year 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 year 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 year 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** is annexed and marked as **Annexure-II**.

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, 2026, which forms part of this Report. The Statutory Audit Report does not contain any qualification, 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, 2025 had appointed M/s Thakur G & Co., Peer Reviewed Practicing Company Secretaries, as Secretarial Auditor of the Company for a period of five consecutive financial years, commencing from FY 2025-26 to FY 2029-30.

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

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 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 and marked as **Annexure-IV**.

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 and marked as **Annexure-V**.

26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the financial year 2025-26, as required under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is annexed and marked as **Annexure-VI**.

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 https://dmrengineering.net/pdf/policies/4.-Whistle-Blower-Policy_DMR.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 year under review.

32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF YOUR COMPANY SINCE THE CLOSE OF FINANCIAL YEAR ENDED MARCH 31, 2026 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, 2026 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 Annual Return of the Company for the financial year ended March 31, 2026 is available on the website of the Company at <https://dmrengineering.net/annual-report/>

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 year 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 year 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 year 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 17th Annual General Meeting of the Company including the Annual Report for the Financial year 2025-26 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 16 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
For DMR Engineering Limited
(Formerly DMR Hydroengineering & Infrastructures Limited)**

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

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

**Place: Faridabad
Date: 09.05.2026**

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

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

Part A Subsidiaries/Associates Companies

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

SN.	Particulars	Details		
		1.	Name of the Subsidiary	DMR Consulting USA Inc.
2.	The date since when subsidiaries/associates was acquired	05.08.2022	15.01.2025	30.12.2024
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April-March	April-March	April-March
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Reporting Currency – USD Exchange Rate – 93.48	Reporting Currency – INR	Reporting Currency – INR

	Financial Details as on March 31, 2026	Amount in INR		
		5.	Share capital	256.41
6.	Reserves and surplus	-	10,947.75	(117.32)
7.	Total assets	-	25,360.27	5,953.92
8.	Total Liabilities (excluding capital & reserve)	-	1412.52	71.24
9.	Investments	-	3,960.61	5,243.06
10.	Turnover	-	28,025.40	-
11.	Profit before taxation	-	9,631.93	14.18
12.	Provision for taxation	-	2,647.37	11.48
13.	Profit after taxation	-	7,075.07	8.70
14.	Proposed Dividend	-	-	-
15.	Extent of shareholding (in percentage)	100%	60%	45%

**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/-
Divay Mittal
Whole-time Director
DIN: 02861064**

Place: Faridabad
Date: 09.05.2026

Annexure-II

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, 2026, 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, 2026.

**For and on behalf of the Board of Directors of
For DMR Engineering Limited
(Formerly DMR Hydroengineering & Infrastructures Limited)**

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

**Sd/-
Divay Mittal
Whole-time Director**

DIN: 02861064

**Place: Faridabad
Date: 09.05.2026**



Form No. MR-3

SECRETARIAL AUDIT REPORT OF

DMR Engineering Limited

(formerly known as DMR Hydroengineering & Infrastructures Limited)

for the financial year ended 31st March, 2026

[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 Engineering Limited
473 Sector-30,
Faridabad, 121003
Haryana, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DMR Engineering Limited (formerly known as DMR Hydroengineering & Infrastructures Limited) (CIN: L74900HR2009PLC039823)** (hereinafter referred to as the 'Company') for financial year ended March 31, 2026 (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:

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. 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;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- d. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- e. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder
- f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- V. The following regulations and guidelines of SEBI are not applicable to the Company during the period under review i.e. financial year ending 31.03.2026.
- a. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- 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; **(Not applicable to the Company during the audit period)**
- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- VI. Compliances/ processes/ systems under other specific applicable Laws (as applicable to the industry) are being relied based on Internal Report maintained by Company under internal Compliance system submitted to the Board of Directors of the Company.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India and Listing Agreement entered by the Company with stock Exchange i.e. BSE during the Audit Period. Further the Company has also complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- (a) 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.



(b) Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

(c) 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.

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 undertaken 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 and such events are as follows;

1. During the year under review, the Company issued and allotted up to 63,82,206 equity shares of Rs.10/- (Rupees Ten only) each as bonus shares, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date Thursday, August 28, 2025 ('Record Date') fixed in this regard by the Board, in the proportion of 8:5 i.e., 8 (Eight) new fully paid-up equity share of Rs.10/- (Rupees Ten only) each for every 5 (Five) existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each held by the Members of the Company.
2. During the year under review, the Company issued and allotted 21,840 (Twenty-One Thousand Eight Hundred Forty) Stock Options, convertible into 21,840 (Twenty-One Thousand Eight Hundred Forty) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) each, in consideration of aggregating to Rs. 84,000/- (Rupees Eighty-Four Thousand only) ranking *pari passu* with the existing Equity shares of the Company, to the following eligible employees of the Company under **ESOP Grant II** pursuant to the **DMR Employees Stock Option Plan 2023** ("Plan" or "Scheme") in the Company. Further, the Company has issued Bonus Equity Shares in the ratio of 8:5, i.e., 8 (Eight) fully paid-up equity shares of Rs. 10/- each for every 5 (Five) fully paid-up equity shares of Rs. 10/- each, on Friday, August 29, 2025, and accordingly, the Company has made necessary adjustments to the exercise price and/or the number of equity shares to be issued against the stock options, including options vested or to be vested, in compliance with applicable laws and the provisions of the existing Employee Stock Option Scheme.
3. The Board of Directors of the Company, at its meeting held on July 14, 2025 has re-appointed Mr. Subhash Chander Mittal (DIN: 02861072) as a Managing Director of the Company. His re-appointment was approved by the shareholders in the 16th Annual General Meeting held on Wednesday, August 13, 2025 for a period of 5 years, with effect from December 20, 2025.



4. The Board of Directors of the Company, at its meeting held on July 14, 2025 has re-appointed Mr. Subhash Chander Mittal (DIN: 02861072) as Chairman of the Board of Directors of the Company.
5. The Board of Directors of the Company at its meeting held on July 14, 2025 has re-appointed Mrs. Neelam Mittal, (DIN: 02861064) as a Whole-time Director of the Company. Her re-appointment was approved by the shareholders in the 16th Annual General Meeting held on Wednesday, August 13, 2025 for a period of 5 years, with effect from September 30, 2025.
6. The Board of Directors of the Company, at its meeting held on July 14, 2025 has also approved the change in designation of Mr. Krishan Kumar Gupta (DIN: 10249694) from Whole-time Director to Non-executive Director of the Company. His change in designation was approved by the shareholders in the 16th Annual General Meeting held on Wednesday, August 13, 2025, with effect from July 14, 2025.
7. Mr. Bangam Prasad Rao (DIN: 09335571), 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. Rao has retired from his position as Director, effective from July 14, 2025.
8. During the period under review, the Registrar of Companies, Ministry of Corporate Affairs (“MCA”), had approved the change in name of the Company from “**DMR Hydroengineering & Infrastructures Limited**” to “**DMR Engineering Limited**”, with effect from August 22, 2025. Accordingly, the name of the Company stands amended to “**DMR Engineering Limited**” with effect from August 22, 2025, and the Memorandum and Articles of Association of the Company stands altered to the extent of the change of name of the Company.
9. During the audit period, Board of Directors in their meeting held on Saturday, February 28, 2026 approved to amend the Memorandum of Association, subject to the approval of the shareholders in the ensuing general meeting of the Company.
10. The Board of Directors of the Company, at its meeting held on February 28, 2026, appointed Mr. Man Mohan Madan, (DIN: 03244335), as an Additional Director in the capacity of Non-executive Director of the Company, with effect from February 28, 2026, who shall hold office up to the date of the ensuing Annual General Meeting of the Company and his appointment as Non-executive Director of the Company, for a term of two years with effect from February 28, 2026 shall be placed before the shareholders for regularization and approval at the ensuing Annual General Meeting of the Company.
11. The Company has acquired 1,80,000 equity shares through Private Placement basis, constituting 45% of the total shareholding of DM Gates and Penstocks Private Limited (‘DM Gates and Penstocks’). Accordingly, the Company's shareholding has changed from 60% to 45% of the total shareholding of DM Gates and Penstocks. Consequently, DM Gates and Penstocks has become an Associate Company of the Company.



Gaurav Thakur

THAKUR G & CO

PRACTICING COMPANY SECRETARIES

98032-27491 H.O- 1st Floor, Goal Market, Central Town, Jalandhar (Pb.)

B.O-H-1/109, Garg Tower, Netaji Subhash Place, Pitampura- 110034 New Delhi

Website: www.gauravthakur.com E-mail : csgauravthakur@gmail.com | Ph: 0181-7966105

12. The Company has acquired 1,80,000 equity shares through Rights Issue, constituting 60% of the total shareholding of DM Consulting Engineers Private Limited (“DM Consulting”). Accordingly, the Company's shareholding has unchanged i.e., 60% of the total shareholding of DM Consulting. Consequently, DM Consulting has become a subsidiary Company of the Company.

**For THAKUR G & CO
Company Secretaries
Firm Regd. No- S 2017 PB 520200**

UDIN: A051725H000320785

Place: Jalandhar

Date: May 9th, 2026

**(CS Gaurav Thakur)
Proprietor
C.P No.: 22343
Membership No: 51725**

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.



Gaurav Thakur

THAKUR G & CO

PRACTICING COMPANY SECRETARIES

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B.O-H-1/109, Garg Tower, Netaji Subhash Place, Pitampura- 110034 New Delhi

Website: www.gauravthakur.com E-mail : csgauravthakur@gmail.com | Ph: 0181-7966105

ANNEXURE – A

To,
The Members,
DMR Engineering Limited
(Formerly known as DMR Hydroengineering & Infrastructures Limited)
H. No. - 473 Sector-30, Faridabad, Haryana, India, 121003

Our Secretarial Audit Report for the financial year 31st March, 2026 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.

Disclaimer: -

5. 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.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

**For THAKUR G & CO
Company Secretaries
Firm Regd. No- S 2017 PB 520200**

UDIN: A051725H000320785

Place: Jalandhar

Date: May 9th, 2026

**(CS Gaurav Thakur)
Proprietor
C.P No.: 22343
Membership No: 51725**

Annexure-IV

A. Particulars of employees for the year ended March 31, 2026 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 2025-26 is as under:

ii.

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	0.40
2.	*Mrs. Neelam Mittal	Whole-time Director	0.40
3.	*Mr. Bangam Prasad Rao	Non-executive Director	-
4.	Mrs. Rachana Agrawal	Independent Director	-
5.	Ms. Anita Goyal	Independent Director	-
6.	*Mr. Krishan Kumar Gupta	Non-executive Director	-
7.	#Mr. Man Mohan Madan	Non-executive Director	-
8.	#Mr. Divay Mittal	Whole-time Director	-
9.	# Mr. Arvind Bhat	Whole-time Director	-

**ceased to be a whole-time director w.e.f. April 14, 2026.*

**ceased to be a non-executive director w.e.f. July 14, 2025.*

**ceased to be a non-executive director w.e.f. May 09, 2026.*

#Indeucted to be a non-executive director w.e.f. February 28, 2026.

#Inducted to be a whole-time director w.e.f. May 09, 2026.

#Inducted to be a whole-time director w.e.f. May 09, 2026.

iii. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2025-26:

iv.

Sl. No.	Name of Director and KMP	Designation	% increase in Remuneration in the financial year 2024-25
1.	Mr. Subhash Chander Mittal	Chairman and Managing Director	-
2.	*Ms. Neelam Mittal	Whole-time Director	-
3.	*Mr. Bangam Prasad Rao	Non-executive Director	Not applicable
4.	Ms. Rachana Agrawal	Independent Director	Not applicable
5.	Ms. Anita Goyal	Independent Director	Not applicable
6.	*Mr. Krishan Kumar Gupta	Non-executive Director	-
7.	#Mr. Man Mohan Madan	Non-executive Director	-
8.	#Mr. Divay Mittal	Whole-time Director	-
9.	# Mr. Arvind Bhat	Whole-time Director	-
10.	Mr. Bal Mukund Kumar	Chief Financial Officer	32.15%

11.	Mr. Ravinder Kumar Bhatia	Company Secretary and Compliance Officer	49.14%
-----	---------------------------	--	--------

**ceased to be a whole-time director w.e.f. April 14, 2026.*

**ceased to be a non-executive director w.e.f. July 14, 2025.*

**ceased to be a non-executive director w.e.f. May 09, 2026.*

#Inducted to be a non-executive director w.e.f. February 28, 2026.

#Inducted to be a whole-time director w.e.f. May 09, 2026.

#Inducted to be a whole-time director w.e.f. May 09, 2026.

v. The percentage increase in the median remuneration of employees of the Company in the financial year ended March 31, 2026:

During the financial year 2025-26, the median remuneration of employees of the Company was increase by 17.86%.

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

As on March 31, 2026, there were 60 permanent employees on the rolls of the Company.

vii. 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 increases in the salary of the Company's employee (other than the managerial personnel) during the financial year 2025-26 was approximately 30.82%.

Further, there was no average percentage change in managerial remuneration during the financial year 2025-26.

viii. 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, 2026 is as per the Remuneration Policy of the Company.

B. Particulars of employees for the year ended March 31, 2026 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, 2026.

5. Within the meaning of Section 2(77) of the Companies Act, 2013, Mr. Subhash Chander Mittal, Mrs. Neelam Mittal and Mr. Divay Mittal are the directors of the Company, and are related to each other.

**For and on behalf of the Board of Directors of
For DMR Engineering Limited
(Formerly DMR Hydroengineering & Infrastructures Limited)**

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

**Sd/-
Divay Mittal
Whole-time Director**

DIN: 02861064

Place: Faridabad
Date: 09.05.2026

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Annexure-V

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.

Software	Vendor
AutoCAD	AutoDesk
Revit	AutoDesk
Civil3D	AutoDesk
RS2 & RS3	Rocscience
DIPS	Rocscience
STAAD	Bentley Systems
Midas	Midas Civil
Unwedge	Rocscience
GeoHECRAS	Civilgeo
SDD Compliance Software	Corporate Professionals
Google Suite Services including email and cloud	Google
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 1 software were imported.
b)	the year of import,	Financial Year 2025-26.
c)	whether the technology been fully absorbed;	Yes
d)	if not fully absorbed, areas where absorption has not taken place and reasons thereof	Not applicable

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 2025-26	Financial year 2024-25
Earnings	Rs. 2,06,96,000	Rs. 1,14,95,000
Outgo	Rs. 24,56,479	Rs. 2,63,531

**For and on behalf of the Board of Directors of
For DMR Engineering Limited
(Formerly DMR Hydroengineering & Infrastructures Limited)**

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

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

Place: Faridabad
Date: 09.05.2026

Annexure-VI

Management Discussion and Analysis Report

Renewable Energy in India

India continues to strengthen its position as one of the fastest-growing renewable energy markets in the world. During FY 2025-26, the country is expected to witness accelerated growth in renewable energy capacity additions, supported by favorable government policies, increasing private sector participation, and substantial investments in grid modernization and energy storage infrastructure.

The Government of India remains committed to its target of achieving 500 GW of non-fossil fuel-based energy capacity by 2030, India is emerging as a global leader in clean energy. As on 20th Jan 2025, India's total non-fossil fuel-based energy capacity has reached 217.62 GW. Building upon the significant progress achieved in recent years, renewable energy is expected to play an increasingly important role in meeting the country's growing electricity demand while supporting its climate commitments and energy security objectives.

Solar and wind energy installations are anticipated to continue their strong growth trajectory during FY 2025-26, supported by enhanced transmission infrastructure, improved project execution capabilities, and increasing adoption of energy storage solutions. The renewable energy sector is expected to remain a key driver of investment, employment generation, and technological innovation in the country.

Hydroelectric Power and Pumped Storage Projects

Hydroelectric power continues to be an important component of India's clean energy portfolio. Several hydroelectric projects currently under construction are expected to progress significantly during FY 2025-26, contributing towards the long-term objective of enhancing the country's renewable energy capacity and grid stability.

Pumped Storage Projects (PSPs) have emerged as a critical element of India's energy transition strategy. Often referred to as "Water Batteries," PSPs provide large-scale energy storage capabilities that enable effective integration of intermittent renewable energy sources such as solar and wind power. These projects play a crucial role in balancing grid demand, enhancing system flexibility, and ensuring reliable power supply.

Following the successful concurrence of multiple PSP Detailed Project Reports (DPRs) in recent years, the Central Electricity Authority (CEA) continues to facilitate the accelerated development of additional PSP capacity across the country. Several projects are expected to advance through various stages of approval, construction, and implementation during FY 2025-26, with a significant portion targeted for commissioning before 2030.

The continued focus on hydroelectric and pumped storage development is expected to substantially strengthen India's energy storage ecosystem, improve grid reliability, and support the country's ambitious renewable energy expansion plans.

Engineering Consulting Services in India

The rapid expansion of renewable energy generation, transmission infrastructure, hydroelectric projects, and energy storage systems has created significant demand for specialized engineering consulting services across the power sector.

As project developers, utilities, and government agencies undertake increasingly complex infrastructure projects, there is a growing need for high-quality consulting services that combine technical excellence, practical execution experience, and cost-effective solutions. While several international engineering consulting firms operate globally, successful implementation in India requires a deep understanding of local regulatory frameworks, project conditions, stakeholder requirements, and economic considerations.

DMR is well positioned to capitalize on these opportunities through its strong domain expertise, innovative problem-solving capabilities, and ability to leverage both experienced professionals and emerging talent. The Company's comprehensive engineering consulting services, coupled with its commitment to quality, technological advancement, and client-centric solutions, enable it to effectively address the evolving requirements of India's energy sector.

The increasing focus on renewable energy, pumped storage projects, transmission infrastructure, and sustainable power development is expected to create substantial opportunities for DMR during FY 2025-26. The Company remains committed to strengthening its market position, expanding its service offerings, and delivering innovative engineering solutions that contribute to India's transition towards a sustainable and resilient energy future.

Engineering Consulting Services Outside India

The global energy sector continues to undergo a significant transformation driven by the increasing adoption of renewable energy, modernization of power infrastructure, grid expansion, and growing investments in energy storage solutions. Countries across Asia, Africa, the Middle East, and other emerging markets are undertaking large-scale power generation, transmission, and water infrastructure projects to meet rising energy demand and sustainability objectives. These developments are creating substantial opportunities for engineering consulting firms that can deliver technically sound, cost-effective, and innovative solutions. DMR's extensive experience in the planning, design, engineering, and project management of hydroelectric, pumped storage, transmission, renewable energy, and water resources projects positions the Company favorably to participate in international assignments. Leveraging its proven technical expertise, competitive delivery model, and understanding of complex infrastructure projects, DMR aims to expand its presence in select overseas markets and strengthen relationships with international clients, development agencies, utilities, and project developers. The Company believes that growing global investments in sustainable infrastructure and clean energy will continue to create attractive opportunities for engineering consulting services beyond India, supporting its long-term growth strategy and geographical diversification objectives.

Domestic Industry Outlook in Renewable Energy

Company Overview

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, DMR has done projects in Bhutan, Nepal, Lao PDR, Vietnam, Cambodia, Nigeria, Tanzania, Uganda and several other countries.

Opportunities

- i) Increase presence in small and large hydro, dams, irrigation, water resources, renewable energy, pump storage projects, road and railway tunnels;
- ii) Focus on global assignments with JV/collaboration with international partners;
- iii) Government's focus on building renewable energy and sustainable infrastructure in the Country;

Threats

- i) Retention of existing resources / knowledge personnel;
- ii) Change of government policy or economic downturn or other factors adversely affecting investments on infrastructure in India;
- iii) Increased competition from new and existing players in the business;

Outlook

The outlook for the Company remains positive, supported by a robust order pipeline, increasing demand for engineering consulting services, and significant opportunities arising from investments in renewable energy, hydropower, pumped storage, transmission infrastructure, and other critical sectors. The Company continues to witness steady growth in both domestic and international markets, reflecting the strength of its technical capabilities, client relationships, and project execution expertise.

As part of its long-term growth strategy, DMR is actively exploring opportunities in new geographies and expanding its presence in select international markets while maintaining a balanced portfolio of domestic and overseas assignments. The Company remains focused on strengthening its market position by leveraging its domain expertise, delivering innovative engineering solutions, and enhancing client value.

To support its growing business operations, DMR continues to invest in expanding its infrastructure, technology capabilities, and human resources. The Company is augmenting its workforce with skilled professionals and strengthening its talent pool through continuous learning and development initiatives, ensuring that organizational capabilities grow in line with business requirements.

Following its transition to a publicly listed company, DMR has further reinforced its commitment to strong corporate governance, transparency, accountability, and ethical business practices. The Company remains dedicated to maintaining the highest standards of integrity and compliance while creating long-term value for its clients, employees, shareholders, and other stakeholders.

With a strong order book, expanding market opportunities, a highly skilled workforce, and a commitment to operational excellence, the Company is well positioned to capitalize on emerging opportunities and deliver sustainable growth in the years ahead.

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 Risk	The risk which has some direct financial impact on the entity such as Taxation Risks, Market Risk, Foreign Currency Risk, Credit Risk, Liquidity Risk, Operational Risk, Country Risk.	Managing financial risk through a 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 regarding the recording of operational transactions in all material respects and the safeguarding of Company assets against significant misuse or loss.

Internal audits are conducted periodically to assess the adequacy and effectiveness of internal control procedures and processes. The audit reports are reviewed by the Audit Committee of the Board of Directors, and appropriate policy and process improvements are implemented based on the recommendations and observations of the internal auditor.

Discussion on Financial Performance with respect to Operational Performance

As of March 31, 2026, the Company recorded a decline of 2.01% in its revenue from operations, from Rs. 1,046.85 lakhs in the previous financial year 2024–25 to Rs. 1,025.80 lakhs during the financial year 2025–26. The net profit of the Company also declined by 43.94%, from Rs. 170.59 lakhs in the previous financial year 2024–25 to Rs. 95.63 lakhs in the financial year 2025–26.

Human Resources

At DMR, we firmly believe that our people are the cornerstone of our success and a key driver of sustainable growth. In a dynamic and evolving business environment, human capital plays a critical role in developing organizational capabilities, driving innovation, strengthening operational systems, and fostering a performance-oriented culture. Our ability to attract, develop, retain, and effectively deploy a highly skilled workforce of engineering and management professionals significantly influences our operational efficiency, service quality, and long-term profitability.

As of 31 March 2026, the Company had a workforce of 60 permanent employees. DMR is committed to nurturing a diverse and balanced team that combines the experience and expertise of seasoned professionals with the energy, creativity, and adaptability of young talent. This blend enables the Company to adopt a holistic approach to problem-solving and effectively respond to the evolving needs of clients and projects.

The Company places significant emphasis on continuous learning and professional development. Structured training and capacity-building initiatives are undertaken to enhance technical competencies, leadership capabilities, and domain expertise across all levels of the organization. We view investment in employee training and development as a strategic imperative that not only strengthens project execution capabilities but also enhances employee engagement, career growth, and retention.

DMR's talented and dedicated workforce continues to contribute significantly towards improving business efficiency, driving innovation, developing robust systems and processes, and supporting the Company's growth objectives. The Company's proactive approach to talent management enables it to effectively deploy resources across projects while maintaining high standards of quality and client service.

The Company has established a comprehensive Whistleblower Policy that encourages directors and employees to report instances of unethical conduct, actual or suspected fraud, violations of the Code of Conduct, or any other concerns relating to business integrity. The

policy provides a secure mechanism for reporting concerns and ensures protection against victimization or retaliation, thereby promoting a culture of transparency, accountability, and ethical behavior across the organization.

DMR remains committed to creating a safe, inclusive, and empowering work environment where employees can realize their full potential. The Company believes that effective management and development of its human resources will continue to be instrumental in sustaining its competitive advantage and achieving long-term business success.

Talent Acquisition

DMR recognizes that attracting and retaining skilled professionals is fundamental to sustaining its growth and delivering high-quality services to its clients. The Company has established robust talent acquisition processes to identify, attract, and onboard qualified professionals with the requisite technical expertise, experience, and potential aligned with its business objectives. Through a combination of structured recruitment practices, industry benchmarking, and competitive compensation frameworks, DMR has been successful in meeting its workforce requirements in a timely manner.

The Company follows a rigorous selection process to assess candidates' technical competence, professional experience, cultural fit, and long-term growth potential before induction into the organization. This approach has enabled DMR to build a strong talent pool capable of supporting its current operations as well as future expansion plans. The average tenure of employees at the executive level continues to reflect the Company's ability to provide meaningful career opportunities and a supportive work environment.

Talent Management

DMR's talent management philosophy is centered on attracting, developing, motivating, and retaining high-performing professionals who contribute to the Company's long-term success and competitive advantage. The Company strives to create an inclusive, purpose-driven, and performance-oriented workplace that fosters employee engagement, professional growth, and organizational excellence.

The talent management strategy focuses on maximizing the potential of every employee by providing opportunities for learning, career advancement, and meaningful contributions to business objectives. DMR encourages its employees to pursue excellence through a culture built on four key principles: pursuing passion, embracing continuous improvement, committing to lifelong learning, and achieving success through collaboration. By nurturing these values, the Company seeks to enhance employee satisfaction while driving sustainable business growth.

Talent Development

The Company considers its human capital to be its most valuable asset and is committed to fostering an environment that supports continuous learning and professional development. DMR believes that every employee should have access to relevant learning opportunities that enhance their capabilities and prepare them for future responsibilities.

To achieve this objective, the Company has adopted a structured and need-based approach to talent development, combining mentorship, experiential learning, technical training, and on-the-job development initiatives. These programs are designed to strengthen functional expertise, improve project execution capabilities, and support career progression across all levels of the organization. Through continuous investment in learning and development, DMR aims to build a highly skilled workforce capable of meeting evolving industry demands and delivering exceptional value to clients.

Culture and Diversity

DMR is committed to fostering a workplace culture founded on integrity, mutual respect, inclusivity, and equal opportunity. The Company values diversity and believes that a workforce comprising individuals from varied backgrounds, experiences, and perspectives enhances innovation, collaboration, and organizational effectiveness.

The Company does not discriminate on the basis of age, gender, disability, race, ethnicity, religion, or any other protected characteristic. DMR actively promotes a culture of fairness, respect, and dignity where every employee is encouraged to contribute ideas, participate in decision-making, and collaborate across teams. Employees from diverse geographical regions and socio-economic backgrounds work together to create a dynamic and inclusive environment that supports creativity and innovation.

The Company maintains a zero-tolerance approach towards harassment, discrimination, or any form of inappropriate conduct in the workplace. Through its commitment to diversity, equity, inclusion, and employee well-being, DMR continues to build a positive work culture that enables individuals and teams to thrive while contributing to the Company's long-term success.

Key Financial Ratios

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.

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/-
Divay Mittal
Whole-time Director
DIN: 02861064

Place: Faridabad
Date: 09.05.2026



A Y & COMPANY

505, Fifth Floor, ARG Corporate Park
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INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS

TO THE MEMBERS OF DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED

OPINION

1. We have audited the accompanying Standalone Financial Statements of **DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2026, the Standalone Statement of Profit and Loss for the year ended on March 31, 2026, the Standalone Statement Cash flow statement for the year ended & and a summary of significant accounting policies and other explanatory information.
2. 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, 2026, its Profit/(loss) and its cash flows for the year ended on that date.

BASIS FOR OPINION

3. 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

4. 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, 2026.</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.

5. 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.
6. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. 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



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

8. 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.

The Other Information is expected to be made available to us after the date of this auditor's report and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

9. 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.
10. 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.
11. The board of directors are responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

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



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- 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.
 - 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.
14. 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.
 15. 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.
 16. 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.
 17. 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



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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

18. As required by the Companies (Auditor's Report) Order, 2020 ("The Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
19. As required by Section 143(5) of the Act, we give in "Annexure B", a statement on the matters specified by the Comptroller and Auditor General of India for the company
20. As required by Section 143(3) of the Act, based on our audit we report that:
 - 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 in the Companies (Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act;
 - e) On the basis of the written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, 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.



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- 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, 2026 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, 2026.
 - (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 (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;
 - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
 - (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, 2026, 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.



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Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

21. 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 : 26421545OPVVJT3656
Place : Faridabad
Date : 09/05/2026



A Y & COMPANY

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ANNEXURE “A” TO THE AUDITOR’S REPORT

Referred to in Paragraph 18 Under “Report on Other Legal and Regulatory Requirements” of Our Report to the member of DMR Hydroengineering & Infrastructures Limited of Even Date

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, 2026 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.



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Meaning of Internal Financial Controls over Financial Reporting

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, 2026, 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: 26421545OPVVJT3656
Place: Faridabad
Date: 09/05/2026



A Y & COMPANY

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ANNEXURE “B” TO THE AUDITOR’S REPORT

Referred to in Paragraph 19 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) According to the information & explanations given to us by the management and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
 - (d) According to the information & explanations given to us by the management and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant & Equipment (including Right of use assets) or intangible assets during the year
 - (e) According to the information & explanations given to us by the management and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company as at March 31, 2026 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,



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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 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, 2026 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) In our opinion and according to the information and explanations given to us, 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) In our opinion and according to the information and explanations given to us,
 - 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.



A Y & COMPANY

505, Fifth Floor, ARG Corporate Park
Gopal Bari, Ajmer Road, Jaipur (Raj.)
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Email:info@aycompany.co.in

- 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 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.
- 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. Accordingly, clause 3(x)(a) of the order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Accordingly, clause 3(x)(b) of the order is not applicable.
- 10) 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 13 of 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.
- 11) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 12) 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.
- 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



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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 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.



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For A Y & Company
Chartered Accountants
FRN: 020829C

Akanksha Gupta
Partner
M.NO.: 421545
UDIN: 26421545OPVVJT3656
Place: Faridabad
Date: 09/05/2026

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 L74900HR2009PLC039823. 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.

Interest 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 yearend 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, 2026	For the Year Ended on March 31, 2025
Discount Rate	7.75%	7.25%
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, 2026	For the Year Ended on March 31, 2025
Defined Benefit Obligation at beginning of the year	11.61	18.75
Current Service Cost	2.95	4.98
Interest cost	0.81	1.36
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(4.20)	(13.48)
Benefits Paid	(2.26)	0.00
Defined Benefit Obligation as at end of the year	8.91	11.61
III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:	For the Year Ended on March 31, 2026	For the Year Ended on March 31, 2025
Net liability as at beginning of the year	11.61	18.75
Net expense recognized in the Statement of Profit and Loss	(0.44)	(7.14)
Benefits Paid	(2.26)	0.00
Net liability as at end of the year	8.91	11.61
	For the Year	For the Year

IV. EXPENSE RECOGNIZED:	Ended on March 31, 2026	Ended on March 31, 2025
Current Service Cost	2.95	4.98
Interest Cost	0.81	1.36
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	-4.2	(13.48)
Expense charged to the Statement of Profit and Loss	(0.44)	(7.14)
V. BALANCE SHEET RECONCILIATION:	For the Year Ended on March 31, 2026	For the Year Ended on March 31, 2025
Opening net liability	11.61	18.75
Expense as above	(0.44)	(7.14)
Provision Related to Previous Year booked as Prior Period Items	0.00	0.00
Return on Plan Assets	0.00	0.00
Benefits Paid	(2.26)	0.00
Net liability/(asset) recognized in the balance sheet	8.91	11.61

3. Employee share-based payment plans:

A. During the year ended 31 March 2026, The Company has issued 21,840 shares to the eligible employees having face value of INR 10/- each, fully paid-up (“Equity Shares”) aggregating to INR 84,000. The Company had accounted for the ESOP in accordance with Guidance Note on Accounting for Employee Share Based Payments.

B. Details of the shares reserved for issue under options:

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.

SN.	Descriptions	Details
a)	Number of options outstanding at the beginning of the period	194,500
b)	Number of options granted during the year.	DMR ESOP Plan 2023, Granted 40,000 stock options (as ‘ESOP Grant III’) during the financial year ended March 31, 2026.
c)	Number of options forfeited / lapsed during the year	18,200
d)	Number of options vested during the year	40,040
e)	Number of options exercised during the year	21,840
f)	Number of shares arising as a result of exercise of options	21,840
g)	Money realized by exercise of	*Rs. 84,000

	options (INR), if scheme is implemented directly by the company - for allotment of shares at iv (e) above	
h)	Loan repaid by the Trust during the year from exercise price received	Not applicable
i)	Number of options outstanding at the end of the year	Nil
j)	Number of options exercisable at the end of the year (Based on vesting in the current year)	21,840
k)	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 2,750 options granted; and Mr. Bal Mukund Kumar, Chief Financial Officer and Key Managerial Personnel 2,750 options granted, during the financial year ended March 31, 2026;
l)	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
m)	Share price offered	Rs. 10
n)	Number of Employees option vested during the year	12
o)	Vesting period	There shall be a minimum vesting period of 1 year and maximum vesting period of 5 years.

**The allotment of 21,840 (Twenty-One Thousand Eight Hundred Forty) Stock Options, convertible into 21,840 (Twenty-One Thousand Eight Hundred Forty) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) each, in consideration of aggregating to Rs. 84,000/- (Rupees Eighty-Four Thousand only) ranking pari passu with the existing Equity shares of the Company, to the following eligible employees of the Company under ESOP Grant II pursuant to the DMR Employees Stock Option Plan 2023 ("Plan" or "Scheme").*

It is further informed that the Company has issued Bonus Equity Shares in the ratio of 8:5, i.e., 8 (Eight) fully paid-up equity shares of Rs. 10/- each for every 5 (Five) fully paid-up equity shares of Rs. 10/- each, on Friday, August 29, 2025, and accordingly, the Company has made necessary adjustments to the exercise price and/or the number of equity shares to be issued against the stock options, including options vested or to be vested, in compliance with applicable laws and the provisions of the existing Employee Stock Option Scheme.

Accordingly, consequent to the aforesaid bonus issue and adjustments, the total number of stock options stands revised to 21,840 Stock Options (i.e., $8,400 \times 8/5 = 13,440 + 8,400 = 21,840$), which are hereby allotted to the following identified eligible employees.

4. 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.

5. Trade Payable Ageing Summary

31.03.2026

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	20.24	-	-	-	20.24
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2025

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	118.65	-	-	-	118.65
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

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	-	-	-	-	-

6. 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	
31.03.2026						
(i) Undisputed Trade Receivable – considered good	355.52	27.06	44.92			427.50

(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	-	59.25
31.03.2025						
(i) Undisputed Trade Receivable – considered good	264.86	199.90	46.36	4.82	-	515.94
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	20	20
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	-	-	-	-	-	-

7. Accounting Ratios

S. No.	Particular	Numerator	March 31, 2026	March 31, 2025	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	4.05	3.24	Due to increase in Trade Payables
		Current Liabilities			
(b)	Debt-Equity Ratio	Debt	0.05	0.03	Due to increase in Debts
		Equity			
(d)	Return on Equity Ratio	Profit After Tax	7.70%	17.32%	The reason for the decrease is reduced profits due to discontinued business debtors.
		Average Shareholders Equity			
(e)	Trade Receivables turnover ratio (in times)	Net Credit Sales	2.01	2.36	The reason for the decrease is reduced revenue due to discontinued operations.
		Average Trade Receivables			
(f)	Net capital turnover ratio (in times)	Turnover	2.12	1.88	Movement is not more than 25%, so that reason is not required to be disclosed.
		Working Capital			
(g)	Net profit ratio	Profit After Tax	9.32%	16.30%	The reason for the decrease is reduced profits due to discontinued business debtors.
		Total Sales			

(h)	Return on Capital employed	Operating Profit	13.01%	18.94%	The reason for the decrease is reduced profits due to discontinued business debtors.
		Total Capital Employed			

8. 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 Willful 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 ENGINEERING LIMITED
Standalone Balance sheet as at March 31, 2026
CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31-Mar-26	31-Mar-25
I. Equity and Liabilities			
Shareholders Fund			
Share Capital	2.1	1,039.29	398.89
Reserves & Surplus	2.2	247.77	796.89
		1,287.06	1,195.78
Share Application Money Pending Allotment			
		-	-
Non-current liabilities			
Long Term Borrowings	2.3	-	1.06
Deferred tax liabilities (Net)	2.4	1.12	-
Long Term Provisions	2.5	8.52	10.57
		9.64	11.62
Current liabilities			
Short Term Borrowings	2.6	66.73	33.41
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	20.24	118.65
Other current liabilities	2.8	44.44	51.12
Short term Provisions	2.9	31.68	53.20
		163.08	256.38
Total			
		1,459.78	1,463.78
II.Assets			
Non-current assets			
Fixed assets			
Property, Plant & Equipments	2.10	29.94	29.47
Intangible Assets	2.10	39.68	37.22
Capital WIP	2.10	-	-
Long Term Loans & Advances		-	-
Non Current Investments	2.11	725.57	560.30
Deferred Tax Assets		-	1.87
Other Non Current Assets	2.12	4.49	5.39
		799.68	634.26
Current Assets			
Investments	2.13	-	-
Inventories		-	-
Trade Receivables	2.14	486.75	535.94
Cash & Bank Balances	2.15	5.42	129.45
Short Term loans & advances	2.16	1.64	4.29
Other current Assets	2.17	166.28	159.84
		660.10	829.52
Total			
		1,459.78	1,463.78

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 :
Place : Faridabad
Date :

For and on behalf of the Board of Directors
DMR Engineering 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 ENGINEERING LIMITED
Standalone Statement of Profit and Loss for the period ended March 31, 2026
CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31-Mar-26	31-Mar-25
Income			
Revenue from Operations	2.18	1,025.80	1,046.85
Other Income	2.19	30.25	32.96
Total Income (I)		1,056.06	1,079.81
Expenses			
Employee benefit expenses	2.20	392.01	356.00
Finance Cost	2.21	37.61	5.29
Depreciation & Amortization Expense	2.22	19.80	20.08
Other Expenses	2.23	476.74	477.19
Total Expenses (II)		926.16	858.57
Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)		129.90	221.24
Prior period items (Net)		-	-
Profit/(Loss) before tax		129.90	221.24
Tax Expenses			
Current Tax		31.28	52.16
Deferred Tax Charge		2.99	(1.52)
Total Tax Expense		34.27	50.64
Profit/(loss) after tax		95.63	170.59
Earnings/(loss) Per Share			
Basic (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.24	0.92	1.67
Diluted (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.24	0.92	1.67
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 Engineering Limited

Subhash Chander Mittal
Chairman Cum Managing Director
DIN : 02861072

Neelam Mittal
Director
DIN : 02861064

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

Bal Mukund Kumar
Chief Financial Officer

Ravinder Kumar
Company Secretary

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

SHAREHOLDERS FUND

	(Amount in Lakhs)	
	31 March 2026	31 March 2025
2.2. Reserves & Surplus		
A. Security Premium		
Opening balance	325.46	89.51
Add: Additions during the Period		248.52
Less: Bonus Issue	325.46	
Less: Utilized for Issue Expenses		12.56
	-	325.46
B. Surplus		
Opening balance	471.43	305.39
(-) Bonus Issue	(312.76)	
(+) Net Profit/(Net Loss) For the current year	95.63	170.59
(-) Dividend Paid During the Year	(5.19)	(4.55)
(-) ESOP Issue	(1.34)	-
	247.77	471.43
Closing Balance	247.77	796.89

LONG TERM BORROWINGS

	31 March 2026	31 March 2025
2.3. Long Term Borrowings		
Kotak Bank Loan	-	-
HDFC EV Car Loan	1.05	4.02
Less: Current Maturities of Long Term Debts	1.05	2.96
Total	-	1.06

	31 March 2026	31 March 2025
2.4. Deferred Tax Liabilities		
Opening Balance of Deferred Tax Liabilities	(1.87)	(0.36)
Addition during the year	2.99	(1.52)
Total	1.12	(1.87)

	31 March 2026	31 March 2025
2.5. Long Term Provisions		
Provision for Gratuity	8.52	10.57
Total	8.52	10.57

Current liabilities

	31 March 2026	31 March 2025
2.6. Short Term Borrowings		
Bank Overdraft	65.68	30.45
Current Maturities of Long Term Debt	1.05	2.96
Total	66.73	33.41

	31 March 2026	31 March 2025
2.7. Trade Payables		
Trade Payables		
Micro, Small & Medium Enterprises	-	-
Other than Micro, Small & Medium Enterprises	20.24	118.65
Total	20.24	118.65

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 2026 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.

	31 March 2026	31 March 2025
2.8. Other Current Liabilities		
Unpaid Audit Fees	2.00	1.25
Dividend Payable	0.16	0.13
EDLI Contribution	0.05	0.03
TDS Payable	3.11	12.37
ESI Payable	0.03	0.02
Other Expenses Payable	-	3.57
Provision for Electricity Exp	0.43	
GST Payable	7.45	-
EPF Payable	2.21	1.70
Salary Payable	28.72	28.05
Advance from Customers	-	4.00
Employee Imprest	0.29	-
Total	44.44	51.12

	31 March 2026	31 March 2025
2.9. Short Term Provisions		
Provision for Income Tax Current Year	31.28	52.16
Gratuity Payable	0.40	1.04
Total	31.68	53.20

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

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 2025	Additions	Deletion/Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
A. Property Plant & Equipment										
Tangible										
Land	-			-	-		-	-	-	-
Building	-			-	-			-	-	-
Plant & Machinery & Office Equipments	11.38	3.09		14.47	7.22	1.65	-	8.87	4.16	5.60
Computer & Data Processing Units	45.31	8.23		53.54	33.34	9.23	-	42.57	11.97	10.97
Electrical Equipments & Intallation	4.01	0.25		4.26	2.97	0.69	-	3.66	1.04	0.60
Furniture & Fixtures	5.79	4.20		9.98	2.97	0.90		3.87	2.82	6.12
Lab Equipments	8.17	-		8.17	5.74	0.62	-	6.37	2.42	1.80
EV Car & Scooter	14.54	-		14.54	7.47	2.21	-	9.68	7.06	4.86
Total A	89.19	15.76	-	104.95	59.72	15.30	-	75.01	29.47	29.94
B. Intangible Assets										
Softwares	51.89	7.00	-	58.89	14.67	4.50	-	19.17	37.22	39.68
Total B	51.89	7.00	-	58.89	14.67	4.50	-	19.17	37.22	39.68
Grand Total	141.08	22.76	-	163.85	74.39	19.80	-	94.19	66.70	69.62

DMR ENGINEERING LIMITED
Notes to Standalone financial Statements for the period ended March 31, 2026
CIN No: L74900HR2009PLC039823

Share Holder Funds

(Amount in Lakhs)

	31-Mar-26	31-Mar-25
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	1,100.00
Issued Shares		
1,03,92,931 Equity Shares of Rs. 10 Each (Previous Year 39,88,885 Equity Shares of Rs. 10 Each)	1,039.29	398.89
Subscribed & Paid up Shares		
1,03,92,931 Equity Shares of Rs. 10 Each (Previous Year 39,88,885 Equity Shares of Rs. 10 Each)	1,039.29	398.89
Total Issued, Subscribed and Fully Paid-up Sha	1,039.29	398.89

(0)

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

Equity Shares	FY 2025-26		FY 2024-25	
	Number	Issued Capital (Rs.)	Number	Issued Capital (Rs.)
Shares outstanding at the beginning of the year	39.89	398.89	37.94	379.37
Shares Issued during the year	-	-	1.95	19.52
Bonus Shares	63.82	638.22	-	-
ESOP	0.22	2.18	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	103.93	1,039.29	39.89	398.89

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

Particulars	FY 2025-26		FY 2024-25	
	Number	% of Holding	Number	% of Holding
Sh. Subhash Chander Mittal	29.21	28.11%	11.15	27.94%
Mrs. Neelam Mittal	33.97	32.68%	13.07	32.75%
Mr. Divay Mittal	4.34	4.18%	1.67	4.19%
Ms. Deepika Mittal	4.52	4.35%	1.68	4.21%

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

There is no Holding Company of DMR Engineering 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	2025-26			2024-25		
	No. of Shares	% of Shares	% Change during the year	No. of Shares	% of Shares	% Change during the year
Sh. Subhash Chander Mittal	29.21	28.11%	0.17%	11.15	27.94%	-
Mrs. Neelam Mittal	33.97	32.68%	-0.07%	13.07	32.75%	-

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

OTHER NON-CURRENT ASSETS

	(Amount in Lakhs)	
	31 March 2026	31 March 2025
2.11. Non current Current Investments		
Fixed Deposits	442.49	484.79
Mutual Funds	158.50	
Investment in Shares & Securities	0.04	0.04
Investment in Subsidiaries & Associates	124.54	75.51
Total	725.57	560.30

	31 March 2026	31 March 2025
2.12. Non Current Assets		
Security Deposit	4.49	5.39
Total	4.49	5.39

CURRENT ASSETS

	31 March 2026	31 March 2025
2.13. Current Investments		
Fixed Deposits	-	-
Total	-	-

	31 March 2026	31 March 2025
2.14. Trade Receivables		
Unsecured, Considered good		
Debts outstanding other than Related Parties for a period:		
Outstanding for a period more than six months	131.23	271.08
Outstanding for a period less than six months	355.52	264.86
Total	486.75	535.94

	31 March 2026	31 March 2025
2.15. Cash and Bank Balances		
Cash & Cash Equivalent		
Balance with Banks in current Accounts	4.53	128.55
Cash on hand	0.89	0.90
Total	5.42	129.45

	31 March 2026	31 March 2025
2.16. Short Term Loans & Advances		
Advance to Suppliers	1.64	1.64
Advance to Employee Imprest	-	2.65
Total	1.64	4.29

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	-	-

	31 March 2026	31 March 2025
2.17. Other Current Assets		
TDS Recoverable	120.57	102.92
Advance Income Tax	-	4.50
Earnest Money	1.99	1.50
GST Receivable	0.78	4.55
Prepaid Expenses	42.93	46.38
Total	166.28	159.84

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.18. Revenue From Operations	31 March 2026	31 March 2025
Sale of Services		
Export	206.96	114.95
Domestic	818.84	931.90
Total	1,025.80	1,046.85

2.19. Other Income	31 March 2026	31 March 2025
Interest Received	29.82	25.08
Profit from Sale of Fixed Assets	-	0.69
Forex Gain	-	0.05
Gratuity Gain	0.43	7.14
Total	30.25	32.96

2.20. Employee Benefits Expenses	31 March 2026	31 March 2025
Director Remuneration	5.60	12.80
Salary Expenses	331.12	325.75
Site Visit Allowance	7.25	0.52
Staff Welfare Expenses	4.61	0.71
Incentive Expenses	30.88	5.18
Employees Insurance	0.79	0.80
Contribution to Statutory Funds	11.76	10.24
Total	392.01	356.00

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.21. Finance Cost	31 March 2026	31 March 2025
Finance Cost	8.74	3.99
Bank Charges	28.87	1.30
Total	37.61	5.29

2.22. Depreciation & Amortization	31 March 2026	31 March 2025
Depreciation Expenses	19.80	20.08
Total	19.80	20.08

2.23. Other Expenses	31 March 2026	31 March 2025
Audit Fees	2.00	1.25
Consultancy Charges	33.12	254.18
Contractual Exp	7.52	
Printing & Stationary Exp	3.36	2.42
Advertisement & Business Promotion Expenses	0.59	3.98
Annual Custody Fee	0.75	
Listing Expenses		0.66
Donation Expenses	0.20	-
Electricity Expenses	7.84	7.76
Repairs & Maintenance Expenses	9.93	15.07
Professional Charges	157.82	39.51
Travelling & Conveyance Expenses	53.37	35.20
Legal Expenses	0.66	0.02
Freight Charges		-
Telephone & Internet Expenses	1.89	1.87
Insurance Expenses	8.01	3.80
Bad Debts	58.25	13.18
Foreign Exchange Difference	3.03	1.18
Postage & Courier	0.26	0.19
Directors Sitting Fees	2.34	3.85
Technical Support Services Expenses	36.11	25.39
Rates & Taxes	0.44	0.17
Site Team Expenses	17.41	5.78
Subscription Expenses	0.27	2.18
Tender Expenses	6.98	1.52
Misc. Expenses	0.47	0.35
Retainership Charges	1.37	1.30
Rent Expenses	33.25	24.49
Statutory Fees	0.40	0.19
Software & IT Expenses	26.34	16.08
Office Expenses	0.14	10.61
Other expenses	2.61	5.04
Total	476.74	477.19

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.24. Earnings Per Share	31 March 2026	31 March 2025
Profit/(Loss) after tax as per Statement of Profit and Loss	95.63	170.59
Weighted average number of equity shares in calculating basic EPS	103.75	102.33195
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	0.92	1.67
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	0.92	1.67

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

2.25 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
Associates	DM Gates And Penstocks Pvt Ltd
Subsidiary	DMR Consulting USA Inc.
Associate Concern	M R Foundation

Transactions with Related Party:-

Name of the Party	(Amount in Lakhs)	
	31st March 2026	31st March 2025
<u>Director Remuneration</u>		
Subhash Chander Mittal	2.40	6.40
Neelam Mittal	2.40	0.00
Krishan Kumar Gupta	1.28	6.40
Shyam Lal Kapil		
<u>Salary</u>		
Bal Mukund Kumar	7.15	5.64
Ravinder Kumar	7.01	5.00
Divay Mittal	23.82	17.58
<u>Board Sitting Fee</u>		
Bangam Prasad Rao	0.30	0.80
Surajit Dutta		0.35
Dahyalal Bansilal Prajapati		0.55
Rachana Agarwal	0.78	1.15
Anita Goyal	0.78	0.80
<u>Consultancy Fees</u>		
Surjeet Dutta & Co.		-
<u>Bangam Prasad Rao</u>		2.50
Subhash Chander Mittal	9.60	5.60
Krishan Kumar Gupta	6.70	5.90
<u>Rent Expenses</u>		
Subhash Chander Mittal	2.70	2.40
<u>Consulting Services</u>		
DM Consulting Engineers Private Limited	28.08	12.00

Closing Balance with related parties:-

Name of the Party	31st March 2026	31st March 2025
DM Consulting Engineers Private Limited		12.96
Anita Goyal		-0.23
Rachana Agarwal		-0.23
Bangam Prasad Rao		-2.09
Divay Mittal		-2.23
Krishan Kumar Gupta	-0.23	-0.45

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

2.26 Other disclosures

(a) **Remuneration to Directors**

Particulars	31.03.2026	31.03.2025
	(Amount in Lakhs)	(Amount in Lakhs)
Salary including Variable Pay	5.60	12.80
Total	5.60	12.80

- (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 Engineering Limited

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

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

Bal Mukund Kumar	Ravinder Kumar
Chief Financial Officer	Company Secretary



A Y & COMPANY

505, Fifth Floor, ARG Corporate Park
Gopal Bari, Ajmer Road, Jaipur (Raj.)

TEL NO. - +91-9649687300,

Email:info@aycompany.co.in

INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS

TO THE MEMBERS OF DMR HYDROENGINEERING & INFRASTRUCTURES LIMITED

OPINION

1. 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. Ans Associates DM Consulting Engineers Private Limited & DM Gates and Penstocks Pvt. Ltd. which comprise the Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss for the year ended on March 31, 2026, the Consolidated Statement Cash flow statement for the year ended & and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).
2. 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, 2026, its Profit/(loss) and its cash flows for the year ended on that date.

BASIS FOR OPINION

3. 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 Consolidated financial statements.

KEY AUDIT MATTERS

4. 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.



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

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, 2026.</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.

5. 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 Consolidated Financial Statements and our Auditor's report thereon.



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6. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. 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 Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
8. 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.

The Other Information is expected to be made available to us after the date of this auditor's report and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

9. 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.
10. In preparing the Consolidated Financial Statements, the respective Board of Directors the companies included in the Group and of its joint Venture and associate are 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.
11. the respective Board of Directors the companies included in the Group and of its joint Venture and associate are responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

12. 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



A Y & COMPANY

505, Fifth Floor, ARG Corporate Park
Gopal Bari, Ajmer Road, Jaipur (Raj.)

TEL NO. - +91-9649687300,

Email: info@aycompany.co.in

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 Consolidated financial statements.

13. 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.
 - 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.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture and associate to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements, of which we are independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain solely responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.
14. 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



A Y & COMPANY

505, Fifth Floor, ARG Corporate Park
Gopal Bari, Ajmer Road, Jaipur (Raj.)

TEL NO. - +91-9649687300,

Email: info@aycompany.co.in

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.

15. 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.
16. 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.
17. 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.

Other Matters

18. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143 (11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us and the auditors of the subsidiary and joint venture company included in the consolidated financial statements of the company, to which reporting under CARO is applicable, we report there are no qualifications or adverse remarks in these CARO Reports.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

- 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 of the aforesaid Consolidated Financial Statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss & Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;



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- d) In our opinion, the aforesaid Consolidated 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, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, 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 Consolidated financial position in its Consolidated financial statements.
 - (ii) The Company has made provision, as at March 31, 2026 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, 2026.
 - (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 (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;



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- (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 software for maintaining its books of account for the financial year ended March 31, 2026, 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 software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- (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 : 26421545RNTIVB3989
Place : Faridabad
Date : 09.05.2026



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ANNEXURE “A” TO THE AUDITOR’S REPORT

Referred to in paragraph 21 (f) under the Heading of “Report on other Legal & Regulatory Requirements” in the Independent Auditor’s Report of even date

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, 2026 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.



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Meaning of Internal Financial Controls over Financial Reporting

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, 2026, 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 : 26421545RNTIVB3989
Place : Faridabad
Date : 09.05.2026

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 L74900HR2009PLC039823. 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 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, 2026	For the Year Ended on March 31, 2025
Discount Rate	7.75%	7.25%
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	For the Year Ended on	For the Year Ended on

OBLIGATIONS	March 31, 2026	March 31, 2025
Defined Benefit Obligation at beginning of the year	11.61	18.75
Current Service Cost	2.95	4.98
Interest cost	0.81	1.36
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(4.20)	(13.48)
Benefits Paid	(2.26)	0.00
Defined Benefit Obligation as at end of the year	8.91	11.61
III.AMOUNT RECOGNIZED IN THE BALANCE SHEET:	For the Year Ended on March 31, 2026	For the Year Ended on March 31, 2025
Net liability as at beginning of the year	11.61	18.75
Net expense recognized in the Statement of Profit and Loss	(0.44)	(7.14)
Benefits Paid	(2.26)	0.00
Net liability as at end of the year	8.91	11.61
IV.EXPENSE RECOGNIZED:	For the Year Ended on March 31, 2026	For the Year Ended on March 31, 2025
Current Service Cost	2.95	4.98
Interest Cost	0.81	1.36
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	-4.2	(13.48)
Expense charged to the Statement of Profit and Loss	(0.44)	(7.14)
V. BALANCE SHEET RECONCILIATION:	For the Year Ended on March 31, 2026	For the Year Ended on March 31, 2025
Opening net liability	11.61	18.75
Expense as above	(0.44)	(7.14)
Provision Related to Previous Year booked as Prior Period Items	0.00	0.00
Return on Plan Assets	0.00	0.00
Benefits Paid	(2.26)	0.00
Net liability/(asset) recognized in the balance sheet	8.91	11.61

3. Employee share-based payment plans:

- A. During the year ended 31 March 2026, The Company has issued 21,840 shares to the eligible employees having face value of INR 10/- each, fully paid-up (“Equity Shares”) aggregating to INR 84,000. The Company had accounted for the ESOP in accordance with Guidance Note on Accounting for Employee Share Based Payments.
- B. Details of the shares reserved for issue under options:

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.

SN.	Descriptions	Details
a)	Number of options outstanding at the beginning of the period	194,500
b)	Number of options granted during the year.	DMR ESOP Plan 2023, Granted 40,000 stock options (as ‘ESOP Grant III’) during the financial

		year ended March 31, 2026.
c)	Number of options forfeited / lapsed during the year	18,200
d)	Number of options vested during the year	40,040
e)	Number of options exercised during the year	21,840
f)	Number of shares arising as a result of exercise of options	21,840
g)	Money realized by exercise of options (INR), if scheme is implemented directly by the company - for allotment of shares at iv (e) above	*Rs. 84,000
h)	Loan repaid by the Trust during the year from exercise price received	Not applicable
i)	Number of options outstanding at the end of the year	Nil
j)	Number of options exercisable at the end of the year (Based on vesting in the current year)	21,840
k)	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 2,750 options granted; and Mr. Bal Mukund Kumar, Chief Financial Officer and Key Managerial Personnel 2,750 options granted, during the financial year ended March 31, 2026;
l)	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
m)	Share price offered	Rs. 10
n)	Number of Employees option vested during the year	12
o)	Vesting period	There shall be a minimum vesting period of 1 year and maximum vesting period of 5 years.

**The allotment of 21,840 (Twenty-One Thousand Eight Hundred Forty) Stock Options, convertible into 21,840 (Twenty-One Thousand Eight Hundred Forty) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) each, in consideration of aggregating to Rs. 84,000/- (Rupees Eighty-Four*

Thousand only) ranking pari passu with the existing Equity shares of the Company, to the following eligible employees of the Company under ESOP Grant II pursuant to the DMR Employees Stock Option Plan 2023 (“Plan” or “Scheme”).

It is further informed that the Company has issued Bonus Equity Shares in the ratio of 8:5, i.e., 8 (Eight) fully paid-up equity shares of Rs. 10/- each for every 5 (Five) fully paid-up equity shares of Rs. 10/- each, on Friday, August 29, 2025, and accordingly, the Company has made necessary adjustments to the exercise price and/or the number of equity shares to be issued against the stock options, including options vested or to be vested, in compliance with applicable laws and the provisions of the existing Employee Stock Option Scheme.

Accordingly, consequent to the aforesaid bonus issue and adjustments, the total number of stock options stands revised to 21,840 Stock Options (i.e., $8,400 \times 8/5 = 13,440 + 8,400 = 21,840$), which are hereby allotted to the following identified eligible employees.

4. 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.

5. Trade Payable Ageing Summary

31.03.2026

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	24.97	-	-	-	24.97
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

31.03.2025

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	122.27	-	-	-	122.27
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

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	-	-	-	-	-

6. 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	
31.03.2026						
(i) Undisputed Trade Receivable – considered good	457.21	27.06	44.92			529.19
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-		59.25
31.03.2025						
(i) Undisputed Trade Receivable – considered good	287.99	199.90	46.36	4.82	-	539.06
(ii) Undisputed Trade Receivable – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable – considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable – considered doubtful	-	-	-	-	20	20
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	-	-	-	-	-	-

7. Accounting Ratios

S. No.	Particular	Numerator	March 31, 2026	March 31, 2025	Reason for Movements
		Denominator			
(a)	Current Ratio	Current Assets	4.71	3.47	Due to increase in Trade Payables
		Current Liabilities			
(b)	Debt-Equity Ratio	Debt	0.05	0.03	Due to increase in Debts
		Equity			
(d)	Return on Equity Ratio	Profit After Tax	13.21	19.87%	The reason for the decrease is reduced profits due to discontinued business debtors.
		Average Shareholders Equity			
(e)	Trade Receivables turnover ratio (in times)	Net Credit Sales	2.19	2.53	The reason for the decrease is reduced revenue due to discontinued operations.
		Average Trade Receivables			
(f)	Net capital turnover ratio (in	Turnover	1.95	1.74	Movement is not more than 25%,

	times)	Working Capital			so that reason is not required to be disclosed.
(g)	Net profit ratio	Profit After Tax	13.40%	17.08%	The reason for the decrease is reduced profits due to discontinued business debtors.
		Total Sales			
(h)	Return on Capital employed	Operating Profit	19.87%	21.96%	The reason for the decrease is reduced profits due to discontinued business debtors.
		Total Capital Employed			

8. 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 ENGINEERING LIMITED
Consolidated Balance sheet as at March 31, 2026
CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31-Mar-26	31-Mar-25
I. Equity and Liabilities			
Shareholders Fund			
Share Capital	2.1	1,039.29	398.89
Reserves & Surplus	2.2	298.89	807.81
		1,338.18	1,206.70
Minority Interest		95.79	61.99
Share Application Money Pending Allotment		-	-
Non-current liabilities			
Long Term Borrowings	2.3	-	1.06
Deferred tax liabilities (Net)	2.4	0.34	-
Long Term Provisions	2.5	9.75	10.57
		10.09	11.62
Current liabilities			
Short Term Borrowings	2.6	66.73	37.92
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	24.97	122.27
Other current liabilities	2.8	55.06	60.78
Short term Provisions	2.9	31.68	53.76
		178.44	274.74
Total		1,622.49	1,555.05
II. Assets			
Non-current assets			
Fixed assets			
Property, Plant & Equipments	2.10	100.62	64.79
Intangible Assets	2.10	45.57	41.91
Goodwill	2.10	-	-
Long Term Loans & Advances		-	-
Non Current Investments	2.11	628.07	484.83
Deferred Tax Assets		-	1.66
Other Non Current Assets	2.12	8.58	7.34
		782.83	600.54
Current Assets			
Investments	2.13	-	-
Inventories		-	-
Trade Receivables	2.14	588.44	559.07
Cash & Bank Balances	2.15	66.78	196.01
Short Term loans & advances	2.16	14.64	32.75
Other current Assets	2.17	169.79	166.68
		839.66	954.51
Total		1,622.49	1,555.05

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 Arpit Gupta
Partner
Membership No. 421544
UDIN :
Place : Faridabad
Date : 09-05-2026

For and on behalf of the Board of Directors
DMR Engineering 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 ENGINEERING LIMITED
Consolidated Statement of Profit and Loss for the period ended March 31, 2026
CIN No: L74900HR2009PLC039823

(Amount In Lakhs)

Particular	Notes	31-Mar-26	31-Mar-25
Income			
Revenue from Operations	2.18	1,254.37	1,150.98
Other Income	2.19	32.01	33.69
Total Income (I)		1,286.38	1,184.67
Expenses			
Employee benefit expenses	2.20	450.40	383.42
Finance Cost	2.21	37.98	5.93
Depreciation & Amortization Expense	2.22	36.90	26.35
Other Expenses	2.23	533.13	509.95
Total Expenses (II)		1,058.40	925.66
Profit/(loss) Before Prior period, exceptional and extraordinary items and tax (I) - (II)		227.97	259.01
Prior period items (Net)		-	-
Profit/(Loss) before tax		227.97	259.01
Tax Expenses			
Current Tax		57.75	63.67
Deferred Tax Charge		2.00	(1.30)
Earlier Year Taxes		0.09	
Total Tax Expense		59.84	62.37
Profit/(loss) after tax		168.13	196.64
Less: Minority Interest		28.30	12.80
Profit/Loss from Associates/Joint Ventures		0.04	-
Profit for the Period		139.87	183.84
Earnings/(loss) Per Share			
Basic (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.24	1.35	1.80
Diluted (Nominal value of shares Rs.10 (PY: Rs.NIL))	2.24	1.35	1.80

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

For and on behalf of the Board of Directors
DMR Engineering Limited

Subhash Chander Mittal
Chairman Cum Managing Director
DIN : 02861072

Neelam Mittal
Director
DIN : 02861064

CA Arpit Gupta
Partner
Membership No. 421544
UDIN :
Place : Faridabad
Date : 09-05-2026

Bal Mukund Kumar
Chief Financial Officer

Ravinder Kumar
Company Secretary

DMR ENGINEERING LIMITED

CIN No: L74900HR2009PLC039823

Consolidated Statement of Cash Flows for the period ended March 31, 2026

Statement of Cash Flows for the period ended March 31, 2023

(Amount in Lakhs)

Cash flow statement as at	31-Mar-26	31-Mar-25
Cash flow from operating activities		
Net Profit before tax and extraordinary items	227.97	259.01
Non-Cash adjustment to reconcile profit before tax to net cash flows		
Depreciation	36.90	26.35
Interest Received	(31.58)	(25.81)
Profit from Sale of Fixed Assets	-	(0.69)
Gratuity Expenses	0.80	(7.14)
Finance Cost	8.98	3.99
Operating profit before Working Capital changes	243.06	255.71
Change in Working Capital	(117.42)	(208.82)
Increase/(Decrease) in Trade Payables	(97.30)	113.19
Increase/(Decrease) in Other current Liabilities	(5.73)	(1.90)
Decrease/(Increase) in Trade receivables	(29.38)	(207.04)
Increase in Short Term Loans & Advances	18.10	(32.00)
Decrease/(Increase) in Other Current Assets	(3.11)	(81.08)
Cash generated from operations	125.64	46.88
Income Tax(Paid)/ Refund	(79.28)	(72.70)
Net Cash flow from / (used in) Operating activities (A)	46.36	(25.80)
Cash Flow from/(used in) Investing Activities		
Purchase of Fixed Assets	(76.38)	(69.71)
Sale of Fixed Assets	-	51.70
(Purchase) Sales of Investments	-	-
Interest received	31.58	25.81
(Decrease)/Increase in Non Current Investments	(143.23)	(142.97)
Increase in Other Non Current Assets	(1.24)	(5.91)
Net Cash (used in) investing activities (B)	(189.28)	(141.10)
Cash Flow from/ (used in) Financing Activities		
Payment of Finance Cost	(8.98)	(3.99)
Repayment of Borrowings`	27.75	15.09
Dividend Paid During the year	(5.19)	(4.55)
Proceeds from Equity Share Capital	-	19.52
Decrease in Reserves	(5.39)	
Increase in Minority Interest	5.49	54.82
Proceeds from Securities Premium (Net)	-	235.95
Net Cash flow from / (used in) financing activities (C)	13.69	316.83
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(129.23)	149.93
Cash and Cash Equivalents at the beginning of the year	196.01	46.09
Cash and Cash Equivalents at the end of the year	66.78	196.01
Cash & Cash Equivalents comprises of		
Cash in Hand	1.27	1.77
Cash at Bank	65.52	194.24

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 Engineering Limited

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

CA Arpit Gupta
Partner
Membership No. 421544
UDIN :
Place : Faridabad
Date : 09-05-2026

Bal Mukund Kumar Chief Financial Officer	Ravinder Kumar Company Secretary
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DMR ENGINEERING LIMITED
Notes to Consolidated financial Statements for the period ended March 31, 2026
CIN No: L74900HR2009PLC039823

Share Holder Funds

(Amount in Lakhs)

	31-Mar-26	31-Mar-25
2.1. Share Capital		
Authorised Shares		
40,00,000 Equity Shares of Rs. 10 Each (Previous Year 20,00,000 Equity Shares of Rs. 10 Each)	400.00	400.00
Issued Shares		
1,03,92,931 Equity Shares of Rs. 10 Each (Previous Year 39,88,885 Equity Shares of Rs. 10 Each)	1,039.29	398.89
Subscribed & Paid up Shares		
1,03,92,931 Equity Shares of Rs. 10 Each (Previous Year 39,88,885 Equity Shares of Rs. 10 Each)	1,039.29	398.89
Total Issued, Subscribed and Fully Paid-up Sha	1,039.29	398.89

(0)

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

Equity Shares	FY 2025-26		FY 2024-25	
	Number	Issued Capital (Rs.)	Number	Issued Capital (Rs.)
Shares outstanding at the beginning of the year	39.89	398.89	37.94	379.37
Shares Issued during the year		-	1.95	19.52
Bonus Shares	63.82	638.22		
ESOP	0.22	2.18		
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	103.93	1,039.29	39.89	398.89

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

Particulars	FY 2025-26		FY 2024-25	
	Number	% of Holding	Number	% of Holding
Sh. Subhash Chander Mittal	29.21	28.11%	11.15	27.94%
Mrs. Neelam Mittal	33.97	32.68%	13.07	32.75%
Mr. Divay Mittal	4.34	4.18%	1.67	4.19%
Ms. Deepika Mittal	4.52	4.35%	1.68	4.21%

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	2025-26			2024-25		
	No. of Shares	% of Shares	% Change during the year	No. of Shares	% of Shares	% Change during the year
Sh. Subhash Chander Mittal	29.21	28.11%	0.17%	11.15	27.94%	-
Mrs. Neelam Mittal	33.97	32.68%	-0.07%	13.07	32.75%	-

DMR ENGINEERING LIMITED

Notes to Consolidated financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

SHAREHOLDERS FUND

(Amount in Lakhs)

2.2. Reserves & Surplus	31 March 2026	31 March 2025
A. Security Premium		
Opening balance	325.46	89.51
Add: Additions during the Period		248.52
Less: Bonus Issue	325.46	
Less: Utilized for Issue Expenses		12.56
	-	325.46
B. Surplus		
Opening balance	482.28	303.81
(+) Net Profit/(Net Loss) For the current year	139.87	183.84
(-) Bonus Issue	(312.76)	-
(-) Dividend Paid During the Year	(5.19)	(4.55)
(-) ESOP Issue	(1.34)	-
(+) Adjustment towards cessation of subsidiary/ Associate Company	0.76	(0.82)
	303.62	482.28
C. Foreign Exchange Translation Reserves	(4.73)	0.07
	(4.73)	0.07
Closing Balance	298.89	807.81

LONG TERM BORROWINGS

2.3. Long Term Borrowings	31 March 2026	31 March 2025
HDFC EV Car Loan	1.05	4.02
Less: Current Maturities of Long Term Debts	1.05	2.96
Total	-	1.06

2.4. Deferred Tax Liabilities	31 March 2026	31 March 2025
Opening Balance of Deferred Tax Liabilities	(1.66)	(0.36)
Addition during the year	2.00	(1.30)
Total	0.34	(1.66)

2.5. Long Term Provisions	31 March 2026	31 March 2025
Provision for Gratuity	9.75	10.57
Total	9.75	10.57

Current liabilities

2.6. Short Term Borrowings	31 March 2026	31 March 2025
Bank Overdraft	65.68	30.45
Current Maturities of Long Term Debt	1.05	2.96
Unsecured Loan of Subsidiary Company	-	4.51
Total	66.73	37.92

2.7. Trade Payables	31 March 2026	31 March 2025
Trade Payables		
Micro, Small & Medium Enterprises	-	-
Other than Micro, Small & Medium Enterprises	24.97	122.27
Total	24.97	122.27

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 2025 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 2026	31 March 2025
Unpaid Audit Fees	2.76	1.75
Dividend Payable	0.16	0.13
Statutory Dues Payable	18.05	18.74
Other Expenses Payable	1.17	5.60
Salary Payable	32.75	30.57
Employee Imprest	0.18	-
Advance from Customers		4.00
Total	55.06	60.78

2.9. Short Term Provisions	31 March 2026	31 March 2025
Provision for Income Tax Current Year	31.28	52.72
Gratuity Payable	0.40	1.04
Total	31.68	53.76

DMR ENGINEERING LIMITED
Notes to Consolidated financial Statements for the period ended March 31, 2026
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 2025	Additions	Deletion/Sale	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Depreciation charge for the period	Deletion-Sale/Loss	Balance as at 31 March 2026	Balance as at 01st Apr 2025	Balance as at 31 March 2026
A. Property Plant & Equipment										
Tangible										
Land	-	-	-	-	-	-	-	-	-	-
Building	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	51.35	50.81	-	102.16	13.10	14.97	-	28.07	38.25	74.09
Computer & Data Processing Units	45.87	10.02	-	55.89	33.47	10.03	-	43.50	12.40	12.38
Electrical Equipments & Intallation	4.01	0.52	-	4.53	2.97	0.79	-	3.77	1.04	0.77
Furniture & Fixtures	6.67	4.20	-	10.86	3.04	1.11	-	4.15	3.62	6.71
Lab Equipments	8.17	-	-	8.17	5.74	0.62	-	6.37	2.42	1.80
EV Car & Scooter	14.54	-	-	14.54	7.47	2.21	-	9.68	7.06	4.86
Total A	130.60	65.55	-	196.14	65.80	29.73	-	95.53	64.79	100.62
B. Intangible Assets										
Softwares	56.77	10.79	-	67.56	14.86	7.17	-	22.02	41.91	45.57
Total B	56.77	10.79	-	67.56	14.86	7.17	-	22.02	41.91	45.57
C. Capital Work in Progress										
LV Project Flat	-	-	-	-	-	-	-	-	-	-
Total C	-	-	-	-	-	-	-	-	-	-
Grand Total	187.36	76.34	-	263.70	80.66	36.90	-	117.55	106.71	146.19

67,55,687.00

22,02,441.00

DMR ENGINEERING LIMITED

Notes to Consolidated financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

OTHER NON-CURRENT ASSETS

(Amount in Lakhs)

2.11. Non current Current Investments	31 March 2026	31 March 2025
Fixed Deposits	442.49	484.79
Mutual Funds	158.50	
Investment in Shares & Securities	0.04	0.04
Investment in Subsidiaries & Associates	27.04	0.00
Total	628.07	484.83

2.12. Non Current Assets	31 March 2026	31 March 2025
Security Deposit	8.58	7.34
Total	8.58	7.34

CURRENT ASSETS

2.13. Current Investments	31 March 2026	31 March 2025
Fixed Deposits	-	-
Total	-	-

2.14. Trade Receivables	31 March 2026	31 March 2025
Unsecured, Considered good		
Debts outstanding other than Related Parties for a period:		
Outstanding for a period more than six months	131.23	271.08
Outstanding for a period less than six months	457.21	287.99
Total	588.44	559.07

2.15. Cash and Bank Balances	31 March 2026	31 March 2025
Cash & Cash Equivalent		
Balance with Banks		
In current Accounts	25.91	147.66
In Deposit Account	39.61	46.58
Cash on hand	1.27	1.77
Total	66.78	196.01

2.16. Short Term Loans & Advances	31 March 2026	31 March 2025
Advance to Suppliers	8.35	28.98
Advance to Employee Imprest	-	3.76
Others	6.30	-
Total	14.64	32.75

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 2026	31 March 2025
TDS Recoverable	120.57	109.76
Advance Income Tax	1.76	4.50
Earnest Money	1.99	1.50
GST Receivable	0.78	4.55
Balance with Govt. Auth.	1.01	
Prepaid Expenses	43.67	46.38
Total	169.79	166.68

DMR ENGINEERING LIMITED

Notes to Consolidated financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.18. Revenue From Operations	31 March 2026	31 March 2025
Sale of Services		
Export	206.96	114.95
Domestic	1,047.41	1,036.03
Total	1,254.37	1,150.98

2.19. Other Income	31 March 2026	31 March 2025
Interest Received	31.58	25.81
Profit from Sale of Fixed Assets	-	0.69
Forex Gain	-	0.05
Gratuity Gain	0.43	7.14
Total	32.01	33.69

2.20. Employee Benefits Expenses	31 March 2026	31 March 2025
Director Remuneration	5.60	12.80
Salary Expenses	386.18	353.04
Site Visit Allowance	7.25	0.52
Staff Welfare Expenses	5.00	0.84
Incentive Expenses	30.88	5.18
Employees Insurance	0.79	0.80
Gratuity Exp	1.23	
Contribution to Statutory Funds	13.47	10.24
Total	450.40	383.42

DMR ENGINEERING LIMITED

Notes to Consolidated financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.21. Finance Cost	31 March 2026	31 March 2025
Finance Cost	8.98	3.99
Bank Charges	29.00	1.94
Total	37.98	5.93

2.22. Depreciation & Amortization	31 March 2026	31 March 2025
Depreciation Expenses	36.90	26.35
Total	36.90	26.35

2.23. Other Expenses	31 March 2026	31 March 2025
Audit Fees	2.40	1.74
Consultancy Charges	7.62	240.02
Contractual Exp	7.52	
Printing & Stationary Exp	3.90	2.70
Advertisement & Business Promotion Expenses	0.59	3.98
Annual Custody Fee	0.75	
Listing Expenses		0.66
Donation Expenses	0.20	-
Electricity Expenses; Power & Fuel	8.46	7.76
Repairs & Maintenance Expenses	11.16	15.55
Professional Charges	157.82	67.94
Travelling & Conveyance Expenses	62.97	42.70
Legal Expenses	20.18	0.03
Freight Charges	0.18	0.14
Telephone & Internet Expenses	2.01	1.93
Insurance Expenses	8.23	4.02
Bad Debts	59.07	13.18
Foreign Exchange Difference	3.03	1.18
Postage & Courier	0.26	0.19
Directors Sitting Fees	2.34	3.85
Technical Support Services Expenses	36.11	25.39
Rates & Taxes	3.67	0.56
Site Team Expenses	58.85	14.06
Subscription Expenses	0.27	2.18
Tender Expenses	6.98	1.52
Misc. Expenses	0.47	0.35
Retainership Charges	1.37	1.30
Rent Expenses	35.17	24.49
Statutory Fees	0.40	0.25
Software & IT Expenses	26.52	16.08
Office Expenses	0.99	10.83
Other expenses	3.64	5.41
Total	533.13	509.95

DMR ENGINEERING LIMITED
Notes to Consolidated financial Statements for the period ended March 31, 2026
CIN No: L74900HR2009PLC039823

(Amount in Lakhs)

2.24. Earnings Per Share	31 March 2026	31 March 2025
Profit/(Loss) after tax as per Statement of Profit and Loss	139.87	183.84
Weighted average number of equity shares in calculating basic EPS	103.75	102.33
Basic {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	1.35	1.80
Diluted {Nominal Value of Shares- Rs. 10/- (Previous Year- Rs. 10/-)}	1.35	1.80

DMR ENGINEERING LIMITED

Notes to Standalone financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

2.25 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
Associates	DM Gates And Penstocks Pvt Ltd
Subsidiary	DMR Consulting USA Inc.
Associate Concern	M R Foundation

Transactions with Related Party:-

Name of the Party	(Amount in Lakhs)	
	31 March 2026	31 March 2025
<u>Director Remuneration</u>		
Subhash Chander Mittal	2.40	6.40
Neelam Mittal	2.40	0.00
Krishan Kumar Gupta	1.28	6.40
Shyam Lal Kapil	2.40	
Bal Mukund Kumar	7.15	5.64
Ravinder Kumar	7.01	5.00
Divay Mittal	23.82	17.58
<u>Board Sitting Fee</u>		
Bangam Prasad Rao	0.30	0.80
Surajit Dutta	0.23	0.35
Dahyalal Bansilal Prajapati		0.55
Rachana Agarwal	0.78	1.15
Anita Goyal	0.78	0.80
<u>Consultancy Fees</u>		
Surjeet Dutta & Co.		
Bangam Prasad Rao	2.50	2.50
Subhash Chander Mittal	9.60	5.60
Krishan Kumar Gupta	6.70	5.90
Shyam Lal Kapil	19.25	
<u>Rent Expenses</u>		
Subhash Chander Mittal	2.70	2.40
<u>Consulting Services</u>		
DM Consulting Engineers Private Limited	28.08	12.00

Closing Balance with related parties:-

Name of the Party	31 March 2026	31 March 2025
NIL		

DMR ENGINEERING LIMITED

Notes to Consolidated financial Statements for the period ended March 31, 2026

CIN No: L74900HR2009PLC039823

2.26 Other disclosures

(a) **Remuneration to Directors**

Particulars	31 March 2026	31 March 2025
	(Amount in Lakhs)	(Amount in Lakhs)
Salary including Variable Pay	5.60	12.80
Total	5.60	12.80

- (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 Engineering Limited

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

CA Arpit Gupta
Partner
Membership No. 421544
UDIN :
Place : Faridabad
Date : 09-05-2026

Bal Mukund Kumar Ravinder Kumar
Chief Financial Officer Company Secretary

DMR Engineering Limited
(Formerly known as 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

NOTICE is hereby given that the 17th (Seventeenth) Annual General Meeting (“**AGM**”) of the Members of **DMR Engineering Limited** (formerly known as DMR Hydroengineering & Infrastructures Limited) (hereinafter referred to as “**the Company**”) will be held on **Tuesday, June 30, 2026 at 11:30 a.m.** Indian Standard Time (“**IST**”) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), to transact the following businesses:

ORDINARY BUSINESSES

- 1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, 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, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026 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, 2026 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. 0.14/- per equity share for the financial year ended March 31, 2026**

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT a final dividend of Rs. 0.14/- 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, 2026 and shall be paid to members of the company whose names appear in the register of members as on Monday, June 22, 2026 (‘Record Date’), out of the profits of the Company.

SPECIAL BUSINESSES

3. To appointment of Mr. Divay Mittal (DIN: 07772688) as a Whole-time Director, designated as an Executive Director of the Company

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to appoint Mr. Divay Mittal, (DIN: 07772688) as an Whole time director, designated as an Executive Director of the Company, is not liable to retire by rotation, for a period of 5 (five) years, with effect from May 09, 2026 to May 08, 2031, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT wherein any financial year during the tenure of his appointment, the Company has no profits or inadequate profits, Mr. Divay Mittal shall be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby 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.”

4. To appointment of Mr. Arvind Bhat (DIN: 08194278) as a Whole-time Director, designated as an Executive Director of the Company

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to appoint Mr. Arvind Bhat (DIN: 08194278) as an Whole time director, designated as an Executive Director of the Company, is liable to retire by rotation, for a period of 2 (two) years, with effect from May 09, 2026 to May 08, 2028, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT wherein any financial year during the tenure of his appointment, the Company has no profits or inadequate profits, Mr. Arvind Bhat shall be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby 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.”

5. To appointment of Mr. Man Mohan Madan (DIN: 03244335) as the as Non-Executive Director of the Company

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 read with the rules framed thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to appoint Mr. Man Mohan Madan, (DIN: 03244335) as the Non-executive Director of the Company, is liable to retire by rotation, for a period of 2 (two) years, with effect from February 28, 2026 to February 27, 2028, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, and such remuneration by way of sitting fees as may be applicable to other Directors of the Company.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby 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.”

6. To re-appointment of Mrs. Rachana Agrawal (DIN: 09336019), as Non-executive Independent Director

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable laws, if any, the Remuneration Policy of the Company, approval of the members be and is hereby accorded to re-appointment of Mrs. Rachana Agrawal (DIN: 09336019) as a Non-Executive Independent Director of the Company, is not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from September 30, 2026 to September 29, 2031, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, and such remuneration by way of sitting fees as may be applicable to other Directors of the Company.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby 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.”

7. To amendment in Object Clause of Memorandum of Association

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to such approvals, permissions and sanctions from the appropriate authority as may be required, the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association (‘MOA’) of Company by inserting with the following new sub-clauses 10, 11 and 12 of Clause III(A) of MOA:

10. *“To offer Engineering Consulting and EPC (Engineering, Procurement and Construction) Services in the areas of Engineering.”*
11. *“To undertake Power Trading Services including cross border trade services as per CERC / SERC guidelines / rules / regulation.”*
12. *“To be a RE Power Generating Company / Energy Storage / Transmission Company as per CERC / SERC guidelines / rules / regulation.”*

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby 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.”

8. To approval for Material Related Party Transactions with DM Consulting Engineers Private Limited

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the members, the consent of the Audit Committee be and is hereby accorded to the Board of Directors to continue with the existing contract(s)/ arrangement(s)/ agreement(s)/ transaction(s), and/or to enter into and/or carry out new contract(s), arrangement(s), agreement(s), and/or transaction(s) (whether by way of an individual transaction or transactions taken together, or a series of transactions or otherwise), carried out on an arm’s length basis and in the ordinary course of business of the Company, with DM Consulting Engineers Private Limited (‘DM Consulting’), a subsidiary of DMR Engineering Limited (the ‘Company’) and accordingly a related party of the Company within the meaning of Section 2(76) of the Act, for availing and rendering services for business purposes, for an aggregate value not exceeding Rs. 2 crore (Rupees Two Crore

only) for the financial year 2026–2027, on such terms and conditions as may be mutually agreed between the Company and the related party.

RESOLVED FURTHER THAT the Board confirms that the transaction is being executed in the ordinary course of business and at arm’s length basis.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby 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.”

9. To approval for Payment of Managerial Remuneration in Excess of the Overall Limit Prescribed under Section 197 of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of total managerial remuneration by the Company to its all Directors, including the Managing Director and Whole-time Director(s), for the financial year 2026–27, may exceed of 11% (eleven percent) of the net profits of the Company for the aforementioned financial year, as computed in accordance with the provisions of Section 198 of the Act, subject to compliance with the provisions of Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company be and is hereby 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 Engineering Limited**

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

Registered Office:
473, Sector-30, Faridabad,
Haryana, India 121003
CIN: L74900HR2009PLC039823
Website: www.dmrengineering.net
Email: cs@dmrengineering.net
Tel: +91 129 4360445

Place: Faridabad
Date: 05.06.2026

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (Collectively referred to as "MCA Circulars") and accordance with the aforesaid MCA Circulars and Securities and Exchange Board ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars"), 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.
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 2025-26 and Notice of the 17th 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 May 29, 2026 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 17th 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 17th 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 csdilipswarnkar@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, 2026, 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 Monday, June 22, 2026. 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 17th AGM along with requisite documents and the Annual Report for the financial year 2025-26 shall also be available on the Company's website www.dmrengineering.net. Members seeking to inspect such documents can send an email to cs@dmrengineering.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 Saturday, June 27, 2026**.
 - ii. End of remote e-voting: Up to **5.00 p.m. IST on Monday, June 29, 2026**.
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. **Monday, June 22, 2026** 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:


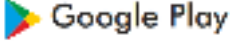


Step 1: Access to NSDL e-Voting system

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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

	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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;">  </div> <div style="text-align: center;">  </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.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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 csdilipswarnkar@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 shareholder 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@dmrengineering.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@dmrengineering.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@dmrengineering.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. **Monday, June 22, 2026** 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. Dilip Kumar Swarnkar, Practicing Company Secretary, (M. No. A47600 and COP No. 26253), Proprietor of M/s. Dilip Swarnkar & Associates, 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.

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

In respect of Item No. 3:

Mr. Divay Mittal holds his degree in Bachelor of Technology in Electrical Engineering from National Institute of Technology, Kurukshetra, India. He also holds a degree in Management of Business Administration ('MBA') from Vanderbilt University, Nashville, Tennessee, United States. Mr. Divay Mittal has previously worked with PricewaterhouseCoopers (PwC) in the New York office as a Senior Consultant, and subsequently worked with PricewaterhouseCoopers (PwC) in the India office as a manager. He has 15 years Professional Experience in the field of Consulting, Finance and Banking Services.

Mr. Divay Mittal has been working in the Company as Executive Vice President and Key Managerial Personnel at the leadership level for business development and other core areas of the Company's operations, since February 01, 2024. He has contributed immensely in business development and client relationships across several opportunities in India and South East Asia. He also looks at the company's overall business operations, including strategy and direction of the business.

Keeping in view his vast experience and leadership in the aforementioned field, the Board of Directors of the Company ("Board"), at its meeting held on Saturday, May 9, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee, considered and approved, subject to the approval of the Members, the appointment of Mr. Divay Mittal (DIN: 07772688) as a Whole-time Director, designated as an Executive Director of the Company, is not liable to retire by rotation, for a period of five (5) years with effect from May 9, 2026 to May 08, 2031, at a remuneration of Rs. 200,000 (Rupees Two Lakhs only) per month, plus other allowances, employee provident fund, perquisites, and gratuity as applicable to the employees of the Company.

He shall perform such duties as may be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

Remuneration:

1. Salary: Rs. 200,000 (Rupees Two Lakhs only) per month;
2. Mr. Divay Mittal shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;
3. In addition to above, he shall be entitled for Company's contribution to Provident Fund, and payment of gratuity as per the HR Policy of the Company;
4. Minimum Remuneration: Where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Divay Mittal, Whole-time Director as the minimum remuneration.
5. Mr. Divay Mittal shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Mittal under Section 190 of the Act.

The Board recommends the resolutions set forth in Item No. 3 for the approval of Members by way of Special Resolution.

Save and except Smt. Neelam Mittal, Whole-time Director and Shri Subhash Chander Mittal, Managing Director, and their relatives, to the extent of their shareholding interest, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In respect of Item No. 4:

Mr. Bhat holds his degree in BE Electrical from National Institute of Technology, Durgapur. He is a seasoned professional in the field of Electrical Engineering. He retired from the post of Executive Director Engineers of NHPC Limited, a listed public sector company. In view of the Board, his induction to the Board not only will strengthen the Corporate Governance in the Company but also be of immense benefits to the Company.

He holds his degree in BE (Electrical) from National Institute of Technology, Durgapur. He has more than 40 years of experience in Hydropower sector. He has been associated with Electromechanical design, construction, operation and maintenance aspects of oated. He is seasoned professional in the field of Electrical Engineering. He has worked in NHPC. listed public sector company for 36 years in various positions and retired from the post of Executive Director. He has been associated with engineering of Sewa-II, Uri-II, Omkareshwar, Nimmo Bazgo, Chutak, Kisheganga Power Stations of NHPC. He was also the Head of, 390 MW Dulhasti Power Srtation of NHPC. He was also Director of National High Powert Testing Lab., a Joint Venture company of NHPC, Powergrid, NTPC, CPRI and DVC. He has also worked at 2000MW Subansiri HE projects during the pre-construction and construction period. Post retirement he has been associated as independent consultant to CBIP and WAPCOS.

Keeping in view his vast experience and expertise in the field Electrical Engineering, the Board of Directors of the Company (“Board”), at its meeting held on Saturday, May 9, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee, considered and approved, subject to the approval of the Members, the appointment of Mr. Arvind Bhat (DIN: 08194278) as a Whole-time Director, designated as an Executive Director of the Company, is liable to retire by rotation, for a period of five (2) years with effect from May 9, 2026, at a remuneration of Rs. 50,000 (Rupees Fifty Thousand only) per month, plus other allowances, employee provident fund, perquisites, and gratuity as applicable to the employees of the Company.

Remuneration:

1. Salary: Rs. 50,000 (Rupees Fifty Thousand only) per month;

2. Mr. Arvind Bhat shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;
3. In addition to above, he shall be entitled for Company's contribution to Provident Fund, and payment of gratuity as per the HR Policy of the Company;
4. Minimum Remuneration: Where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the aforesaid remuneration shall be paid to Mr. Arvind Bhat, Whole-time Director as the minimum remuneration.
5. Mr. Arvind Bhat shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Arvind Bhat under Section 190 of the Act.

The Board recommends the resolutions set forth in Item No. 4 for the approval of Members by way of Special Resolution.

Save and except Mr. Arvind Bhat, and/or their relatives, to the extent of their shareholding interest, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

In respect of Item No. 5:

Mr. Man Mohan Madan is having about 50 years of National as well as international experience in the field of Hydro power, Dams, Hydro Tunnels, Highway & Metro rail tunnels, currently he is Chief Advisor (Hydro, Tunnels and Dams) at DMR. He holds a degree of B.Tech in Civil Engineering from G B Pant University of Agriculture & Technology, Pantnagar, Nainital, Uttarakhand and PGDHRM & MBA from IGNOU. Started in Career in 1976 with MN Dastur & Co and with NHPC (a pioneer Hydro Power PSU). After working in NHPC at various posts and heading Large and small Hydro Projects and rose to the post of Regional Executive Director. After 4 years as Executive Director left NHPC and joined Various Private organisations in the Hydropower sector for next 10 years as CEO (Hydro) of LNJ Bhilwara Group, Director (Hydro) of GVK Infra Group, President and CEO of Jindal Power Limited for their 6000 MW Hydro Projects.

Keeping in view his vast experience and expertise in the field Hydropower, Dams, Hydro, Tunnels, Highway & Metro rail tunnel, the Board of Directors of the Company ("Board"), at its meeting held on Wednesday, February 28, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee, considered and approved, subject to the approval of the Members, the appointment of Mr. Man Mohan Madan (DIN: 03244335) as a Non-executive Director of the Company, is liable to retire by rotation, for a period of five (2) years with effect from February 28, 2026, and remuneration shall be paid in the form of setting fee to the other director of the Company.

The Board recommends the resolutions set forth in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

Save and except Mr. Man Mohan Madan, and/or their relatives, to the extent of their shareholding interest, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

In respect of Item No. 6:

The Board members are informed that pursuant to the provisions of section 149(4) of the Companies Act, 2013, every listed public company shall have at least one-third of the total number of directors as independent directors.

Mrs. Rachana Agrawal is an Independent Director of the Company. She is a Fellow Member of the Institute of Chartered Accountants of India. She has more than 32 years of professional experience and expertise in the fields of finance, management, corporate governance, and accounts.

Keeping in view her vast experience and expertise in the aforesaid field, the Board of Directors of the Company (“Board”), through resolution by circulation dated May 16, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on same day, considered and approved, subject to the approval of the Members, re-appointment of Mrs. Rachana Agrawal (DIN: 09336019) as a Non-Executive Independent Director of the Company, is not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from September 30, 2026 to September 29, 2031, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, and such remuneration by way of sitting fees as may be applicable to other Directors of the Company.

The Board recommends the resolutions set forth in Item No. 6 for approval of the Members by way of a Special Resolution.

Save and except Mrs. Rachana Agrawal, and/or their relatives, to the extent of their shareholding interest, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

In respect of Item No. 7:

The Company has identified significant business opportunities in the areas of Engineering Consulting, EPC (Engineering, Procurement and Construction) Services, Power Trading Services including cross-border power trading, and Renewable Energy Power Generation, Energy Storage and Transmission businesses, in accordance with the applicable guidelines, rules and regulations issued by CERC/SERC and other regulatory authorities.

In order to effectively explore and undertake the aforesaid business activities, it is proposed to alter the Main Objects Clause of the Memorandum of Association (“MOA”) of the Company by insertion of new sub-clauses 10, 11 and 12 under Clause III(A) of the MOA.

The Board of Directors of the Company, at its meeting held on Saturday, February 28, 2026, has approved the proposed alteration of the Object Clause of the MOA, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration of the Object Clause of the MOA requires approval of the Members by way of a Special Resolution. Accordingly, the Board recommends the resolutions set forth in Item No. 7 for approval of the Members by way of a Special Resolution.

A copy of the existing as well as the proposed amended Memorandum of Association of the Company shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day, except Saturdays, Sundays and public holidays, between 11:00 A.M. and 1:00 P.M. up to the date of the Annual General Meeting (“AGM”). The aforesaid documents shall also be available for electronic inspection and will be uploaded on the website of the Company at www.dmrengineering.net.

None of the Directors, or Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are concerned or interested in the proposed Resolution.

In respect of Item No. 8:

The Board members are being informed that in view of the ongoing business expansion plans, the Company is in the need of technical services for its experts. Therefore, the Company has approached DM Consulting Engineers Private Limited (“**DM Consulting**”) for availing its technical services to the Company in the areas of *inter alia* Geo-physics, Geo-graphical services, Pump Storage Project, Geographic Information System (‘GIS’) and Instrumentation, Seismology and other related areas. DM Consulting has agreed to provide the technical services to the Company.

Additionally, the Company is rendering engineering consultancy services and resources to DM Consulting, including employees, office space, infrastructure, plant and machinery, and other assets.

In view of the above, the Board of Directors of the Company (“Board”), at its meeting held on Saturday, May 09, 2026, pursuant to the recommendation of the Audit Committee at its meeting held on same day, considered and approved, subject to the approval of the Members, the continuation of existing contract(s)/arrangement(s)/ agreement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out at arm’s length basis and in the ordinary course of business of the Company with DM Consulting for availing and rendering aforementioned technical and ordinary services for business purpose requirements for an aggregate value not exceeding 2 crore (Rupees Two Crore only) for the financial year 2026-2027, on such terms and condition as may be mutually agreed between the company and the related parties.

DM Consulting is a Subsidiary Company of the Company under the provisions of section 2(87) the Companies Act, 2013 (‘Act’) and therefore, falls under the ambit of related party under section 2(76) the Act, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Therefore, the Committee members are being informed that the services will be availed and the technical fees will be paid as per the market standards and therefore, is at arm's length basis and in ordinary course of its business.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s. DM Consulting Engineers Private Limited are as follows:

Transactions between the Company and DM Consulting Engineers Private Limited

Sr. No.	Particulars	Details
1.	Name of the related party and nature of relationship;	DM Consulting Engineers Private Limited, a Subsidiary Company of the Company.
2.	Nature, duration of the contract and particulars of the contract or arrangement;	In view of the above, it is proposed to execute with the existing contract(s)/arrangement(s)/ agreement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), carried out at arm's length basis and in the ordinary course of business of the Company with DM Consulting for availing and rendering aforementioned technical and ordinary services for business purpose requirements for an aggregate value is not exceeding 2 crore (Rupees Two Crore only) for the financial year 2026-2027, subject to such terms and condition as may be mutually agreed between the company and the related parties.
3.	Material terms of the contract or arrangement including the value, if any;	The monetary value of the aforementioned transactions for FY 2026-27 is Rs. 2 crore.
4.	Any advance paid or received for the contract or arrangement, if any;	No
5.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	A similar technical services agreement in the same field/areas.
6.	Whether all factors relevant to the contract have been considered, if not, the details of factors not	Yes

	considered with the rationale for not considering those factors;	
7.	Any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.	No

The information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

Transactions between the Company and DM Consulting Engineers Private Limited:

SN.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	The Company is availing technical services from DM Consulting in areas including, inter alia, geophysics, geographical services, pump storage projects, Geographic Information Systems ('GIS'), instrumentation, seismology, and other related fields. Additionally, the Company is rendering engineering consultancy services and resources to DM Consulting, including employees, office space, infrastructure, plant and machinery, and other assets.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	DM Consulting is a Subsidiary Company of the Company. The Company holds 60% of paid-up equity share capital of DM Consulting Engineers Private Limited.
3.	Tenure of the proposed transaction (particular tenure shall be specified);	Approval of the Members is being sought for material RPTs for FY 2026-27.
4.	Value of the proposed transaction	The monetary value of the aforementioned transactions for FY 2026-27 is Rs. 2 crore.
5.	Percentage of annual consolidated turnover of the Company as the immediately preceding financial year	7% (for RPTs to be entered during FY26).
6.	Justification as to why the RPT is in the interest of the listed entity	All such transactions being at arm's length basis and in ordinary course of business and with terms and conditions that are generally prevalent in the industry segments that the Company operates in.

7.	<p>Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</p> <ol style="list-style-type: none"> i. details of the source of funds in connection with the proposed transaction ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT 	Not applicable
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
9.	Name of the director(s) or key managerial personnel who is related, if any and nature of relationship	Mr. Subhash Chander Mittal, Chairman and Managing Director of the Company are the promoter and director of DM Consulting.
10.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The Board recommends the resolutions set forth in Item No. 8 for approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

In respect of Item No. 9:

The aggregate remuneration of all Directors, including the Managing Director and Whole-time Director(s), for the financial year 2026–27, may exceed 11% of the net profits of the Company for the aforementioned financial year, as calculated under Section 198 of the Companies Act, 2013, subject to compliance with the provisions of Schedule V and other applicable provisions of the Act, during their tenure of appointment.

The Board recommends the resolutions set forth in Item No. 9 for the approval of Members by way of Special Resolution.

All Directors and their relatives may be considered as interested in this resolution, Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

**By order of the Board of Directors of
DMR Engineering Limited**

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

Registered Office:

473, Sector-30, Faridabad,
Haryana, India 121003

CIN: L74900HR2009PLC039823

Website: www.dmrengineering.net

Email: cs@dmrengineering.net

Tel: +91 129 4360445

Place: Faridabad

Date: 05.06.2026

THE DETAILS OF THE DIRECTORS PURSUANT TO PARA 1.2.5 OF SS-2 (“SECRETARIAL STANDARD ON GENERAL MEETINGS”), REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND OTHER APPLICABLE PROVISIONS, ARE PROVIDED IN THE TABLE BELOW:

Particulars	Mr. Divay Mittal	Mr. Arvind Bhat
Father’s Name	Mr. Subhash Chander Mittal	Mr. Makhan Lal Bhat
Date of Birth	26.04.1989	19.03.1961
Age	37 Years	65 years
Date of first Appointment	09.05.2026	09.05.2026
Brief resume and expertise in specific functional areas	<p>He holds his degree in Bachelor of Technology in Electrical Engineering from National Institute of Technology, Kurukshetra, India. He also holds a degree in Management of Business Administration (‘MBA’) from Vanderbilt University, Nashville, Tennessee, United States. Mr. Divay Mittal has previously worked with PricewaterhouseCoopers (PwC) in the New York office as a Senior Consultant, and subsequently worked with PricewaterhouseCoopers (PwC) in the India office as a manager. He has 15 years Professional Experience in the field of Consulting, Finance and Banking Services.</p> <p>Mr. Divay Mittal has been working in the Company as Executive Vice President and Key Managerial Personnel at the leadership level for business development and other core areas of the Company’s operations, since February 01, 2024. He has contributed immensely in business development and client relationships across several opportunities in India and South East Asia. He also looks at the company’s overall business</p>	<p>He holds his degree in BE (Electrical) from National Institute of Technology, Durgapur. He has more than 40 years of experience in Hydropower sector. He has been associated with Electromechanical design, construction, operation and maintenance aspects of oated. He is seasoned professional in the field of Electrical Engineering. He has worked in NHPC. listed public sector company for 36 years in various positions and retired from the post of Executive Director. He has been associated with engineering of Sewa-II, Uri-II, Omkareshwar, Nimmo Bazgo, Chutak, Kisheganga Power Stations of NHPC. He was also the Head of, 390 MW Dulhasti Power Srtation of NHPC. He was also Director of National High Powert Testing Lab., a Joint Venture company of NHPC, Powergrid, NTPC, CPRI and DVC. He has also worked at 2000MW Subansiri HE projects during the pre-construction and construction period. Post retirement he has been associated as independent consultant to</p>

	operations, including strategy and direction of the business.	CBIP and WAPCOS.
Qualification	B. Tech (Electrical Engineering), MBA (Finance)	B. Tech (Electrical Engineering)
Terms and conditions of appointment	As detailed in the respective resolution and explanatory statement.	As detailed in the respective resolution and explanatory statement of this notice.
Directorship held in other companies including Listed Companies	Nil	i. Vision Vantage Services Private Limited
Chairman/member of the committee of the Board of Directors of the Company	In the Company: i. Member of the Audit Committee; ii. Member of the Nomination and Remuneration Committee; iii. Member of the Stakeholder Relationship Committee	In the Company: i. Member of the Stakeholder Relationship Committee
Chairman/member of the committee of the Board of Directors of other companies (including listed companies) in which he/she is a director	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of shares held in the Company including shareholding as a beneficial owner	4,34,265 shares	7,800 shares
No. of Board meetings attended during the financial year 2024-25	Not applicable	Not applicable
Relationship with other Directors, Manager and KMPs of the Company	Mr. Divay Mittal is son of Mr. Subhash Chander Mittal, Chairman and Managing Director of the Company.	Not applicable
Details of remuneration sought to be paid, if any	Please refer the explanatory statement.	Please refer the explanatory statement.
Remuneration last drawn, if any	Not applicable	None
Justification for choosing the appointee for appointment	In the opinion of the Board, Mr. Divay Mittal has contributed immensely in business development and client	In view of the Board, Mr. Arvind Bhat has vast experience and expertise in the field of Electrical Engineering

	relationships across several opportunities in India and South East Asia. He also looks at the company's overall business operations, including strategy and direction of the business.	and his induction to the Board not only will strengthen the Corporate Governance in the Company but also be of immense benefits to the Company.
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Particulars	Mr. Man Mohan Madan	Mrs. Rachana Agrawal
Father's Name	Mr. Sadhu Singh Madan	Mr. Ramkrishna Agrawal
Date of Birth	28.08.1954	11.05.1967
Age	71 years	59 years
Date of first Appointment	28.02.2026	30.09.2021
Brief resume and expertise in specific functional areas	<p>Mr. Man Mohan Madan is having about 50 years of National as well as international experience in the field of Hydro power, Dams, Hydro Tunnels, Highway & Metro rail tunnels, currently he is Chief Advisor (Hydro, Tunnels and Dams) at DMR. He holds a degree of B.Tech in Civil Engineering from G B Pant University of Agriculture & Technology, Pantnagar, Nainital, Uttarakhand and PGDHRM & MBA from IGNOU. Started in Career in 1976 with MN Dastur & Co and with NHPC (a pioneer Hydro Power PSU). After working in NHPC at various posts and heading Large and small Hydro Projects and rose to the post of Regional Executive Director. After 4 years as Executive Director left NHPC and joined Various Private organisations in the Hydropower sector for next 10 years as CEO (Hydro) of LNJ Bhilwara Group, Director (Hydro) of GVK Infra Group, President and CEO of Jindal Power Limited for their 6000 MW Hydro Projects.</p> <p>After 42 years of active service life started as Independent Consultant and worked with ASSOCHAM as Chairman (Hydro Group), Chairman</p>	<p>Mrs. Rachana Agrawal is a Fellow Member of the Institute of Chartered Accountants of India. She has more than 32 years of professional experience and expertise in the fields of finance, management, corporate governance, and accounts.</p>

(Tunnelling Group) of National Council on Power & Construction Equipment for Policy Advocacy with GoI & other short term assignments included Consultant for Lenders Engineer (Rewa-Siddhi Highway tunnel), Member of NHAI H-10 committee of Road & Tunnels, Consultant for Mumbai Metro NATM & TBM Tunnel, RCC Dam of Middle Vaiterna, consultancy service to Lower Solu HEP, Nepal, joined as Top Level Expert of WAPCOS for Lower Seti Hydro power project as Team Leader, Team Leader & Procurement Contracts Management Specialist of GRHSP, ADB Funded Project at Bhutan, Planning and Construction Management Specialist of Polavaram ECRF Dam of about 4km length and various other assignments. Field of Specialization includes Execution of Tunnels in Hydro, Metro and Roads & Highways with Expertise in handling extremely weak strata, execution with DBM, NATM, NTM & TBMs. Specialisation in Construction of All Types of Dams and Diaphragm Walls including Quality Aspects.

He is a Fellow member of Indian National Academy of Engineering (FINAE), Institution of Engineers, India (FIE), Institution of Valuers (FIV) and Member of many reputed Institutions. He is recipient of many awards namely the late Prof. V. K. Kulkarni Award for best paper, for writing Original Technical Books in Hindi Language, CBIP- I.N. Sinha award 2001-02 for Outstanding contribution in the Water Resources sector, First prize by Power Minister for writing

	original book in Hindi Language, Recognised as TOP 100 ENGINEERS 2009 in the world by International Biographical Centre, Cambridge, England, Aqua Foundation's Excellence Award under the category of Professional Excellence (Individual). He has to his credit published and presented 260 Technical Articles, out of which 22 are at international level.	
Qualification	B. Tech (Civil Engineering), PGDHRM & MBA	CA (Chartered Accountant)
Terms and conditions of appointment	As detailed in the respective resolution and explanatory statement.	As detailed in the respective resolution and explanatory statement.
Directorship held in other companies including Listed Companies	Nil	Nil
Chairman/member of the committee of the Board of Directors of the Company	Membership of Committees within the Company: i. Member of the Nomination and Remuneration Committee;	Membership of Committees within the Company: i. Chairperson of the Audit Committee; ii. Chairperson of the Nomination and Remuneration Committee; iii. Chairperson of the Stakeholder Relationship Committee
Chairman/member of the committee of the Board of Directors of other companies (including listed companies) in which he/she is a director	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of shares held in the Company including shareholding as a beneficial owner	37,050	15,600

No. of Board meetings attended during the financial year 2024-25	Not applicable	4 times
Relationship with other Directors, Manager and KMPs of the Company	None	None
Details of remuneration sought to be paid, if any	Mr. Madan will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors of the Company as approved by the Board of Directors.	Mrs. Rachana Agrawal will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors of the Company as approved by the Board of Directors.
Remuneration last drawn, if any	Not Applicable	Not Applicable
Justification for choosing the appointee for appointment	In the opinion of the Board, he has vast experience and expertise in the field Hydropower, Dams, Hydro, Tunnels, Highway & Metro rail tunnel and his induction to the Board not only will strengthen the Corporate Governance in the Company but also be of immense benefits to the Company.	In the opinion of the Board, Mrs. Rachana Agrawal possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Director as specified in the Act and the SEBI Listing Regulations.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

(a) Nature of industry:

DMR provides engineering consultancy services from concept-to-commissioning in the sectors such as hydropower (including small hydro, large hydro and PSP), 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 or other consultants.

(b) Date or expected date of commencement of commercial production:

The Company commenced business from the date of its incorporation i.e. on December 15, 2009.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(d) Financial performance based on given indicators

(Amount Rs. In Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	1025.80	1046.85	702.14
Other Income	30.25	32.96	34.21
Total Revenue	1056.06	1079.81	736.35
Total expenses	926.16	858.57	529.57
Profit before tax	129.90	221.24	206.77
Current Tax	31.28	52.16	55.39
Deferred Tax	2.99	(1.52)	(3.06)
Total Tax Expense	34.27	50.64	52.33
Profit/(Loss) for the period	95.63	170.59	154.45

(e) Foreign investments or collaborations, if any.

As on March 31, 2026, the Company did not make any foreign investment except in its subsidiary, DMR Consulting USA Inc. in Cupertino, United States of America, and the same is pending due to regulatory measures.

Further, as on March 31, 2026, the Company has not received any foreign investment except in case of rare instances of miniscule trading of the shares of the Company from the open market by the foreign shareholders.

II. INFORMATION ABOUT THE APPOINTEE:

(a) Background details, job profile and suitability:

Please refer the resolutions no. 3, 4, 5 and 6 along with explanatory statement thereof as mentioned above.

(b) Past Remuneration:

Please refer to the table above, incorporated pursuant to para 1.2.5 of SS-2 and regulation 36 of the SEBI Listing Regulations above.

(c) The remuneration or commission drawn by the individual concerned in any other capacity: Nil

(d) The remuneration or commission drawn by him from any other company: Nil

(e) Remuneration proposed: Please refer the resolutions no. 3, 4 5 and 6 along with explanatory statement thereof as mentioned above.

(f) Recognition or awards: Nil

(g) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, and the relationship between remuneration and performance of the person (in case of expatriates the relevant details would be with respect to the country of origin):

Please refer the resolutions no. 3, 4, 5 and 6 along with explanatory statement thereof as mentioned above.

(h) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

Apart from the remuneration paid to them as Managing Director/ Whole-time Directors as stated above and their respective shareholding held directly or indirectly in the Company and Smt. Neelam Mittal, Whole-time Director, being the wife of Shri Subhash Chander Mittal, Managing Director, the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

(i) The securities held by the directors, including options and details of the shares pledged as at the end of the preceding financial year:

As on March 31, 2026

SN.	Name	Category/Designation	No. of shares held	Details of the shares pledged
1.	Mr. Subhash Chander Mittal	Promoter and Managing Director	29,21,360	Nil
2	Mrs. Neelam Mittal	Promoter and Whole-time Director	33,96,900	Nil
3.	Mrs. Rachana Agrawal	Independent Director	15,600	Nil
4.	Ms. Anita Goyal	Independent Director	7,800	Nil

5.	Mr. Man Mohan Madan	Non-executive Director	37,050	Nil
6.	Mr. Krishan Kumar Gupta	Non-executive Director	31,200	Nil

- (j) **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:** No
- (k) **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.**

Please refer Annexure-IV of the Board's report.

III. OTHER INFORMATION:

- (a) **Reason of loss or inadequate profits:** As on March 31, 2026, the Company did not have any loss or inadequate profits. The disclosure under Schedule V has been given as a matter of abundant precaution.
- (b) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company is regularly taking steps for further improvement and growth in the productivity, business and profits.

**By order of the Board of Directors of
DMR Engineering Limited**

Registered Office:

473, Sector-30, Faridabad,
Haryana, India 121003

CIN: L74900HR2009PLC039823

Website: www.dmengineering.net

Email: cs@dmengineering.net

Tel: +91 129 4360445

Place: Faridabad

Date: 05.06.2026

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

DMR Engineering Limited

Annual Report 2025–26


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 Office - 473, Sector – 30, Faridabad, Haryana, India, 121003
Engineering Office – 140, First Floor, SRS Towers, Sector 31, Faridabad, Haryana, India, 121003

 bd@dmrengineering.net

 www.dmrengineering.net

 +91-129-4360445

BSE Scrip Code: 543410

