

June 08, 2026

The Manager,
BSE SME Platform
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
Email: bsesme.info@bseindia.com
BSE Scrip Code: 543410

Subject: Notice of the 17th Annual General Meeting and Annual Report of the Company for the Financial Year 2025-26

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34(1) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) and other applicable laws, please find enclosed herewith the copy of the Annual Report for the Financial Year (“FY”) 2025-26 along with the Notice of 17th Annual General Meeting (‘AGM’) of the Company, which is scheduled to 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”).

The copy of **Annual Report for the FY 2025-26** is also available on the website of the Company at

https://dmrengineering.net/pdf/notices-and-disclosures/17th_AGM_Notice_DMR.pdf

The copy of the **notice of 17th AGM** of the Company is also available on the website of the Company at

https://dmrengineering.net/pdf/annual-report/DMR_Annual_Report_FY_2025_26.pdf

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all the resolutions as set out in the AGM notice to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Monday, June 22, 2026.

The Remote e-voting facility before the AGM would be available during the following period:

Commencement of e-voting	From 09.00 a.m. IST on Saturday, June 27, 2026.
End of e-voting	Up to 5.00 p.m. IST on Monday, June 29, 2026.

The remote e-voting facility before the AGM shall be disabled immediately after at 5.00 p.m. on Monday, June 29, 2026.

This is for your information and records.

Yours faithfully,
For **DMR Engineering Limited**
(Formerly **DMR Hydroengineering & Infrastructures Limited**)

Ravinder Kumar Bhatia
Company Secretary and Compliance Officer
Encl as above:

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>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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>

	<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.</p> <p>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</p>	
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	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**