



DME Development Limited

(A Wholly Owned Entity of NHAI)

NHAI Corporate Office, Plot G -5 &6, Sector – 10, Dwarka, New Delhi – 110075

CIN : U45202DL2020GOI368878/PH : 011- 25074100/25074200

Email: dmedl@nhai.org Website: dmedl.in

Date: 21.04.2026

To,

National Stock Exchange of India Ltd. Exchange Plaza, Jeevan Vihar Building, 4th Floor, Road Area, 3, Sansad Marg, Janpath, Connaught Place, Delhi 110001	BSE Limited Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001
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Subject: Submission of Compliance Report on Corporate Governance

Sir/Madam,

Pursuant to Regulation 62Q under Chapter VA of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed the Compliance Report on Corporate Governance of the Company for the period ended March 31, 2026.

You are requested to take note of the above submission.

Thanking you,

For DME Development Limited

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(Prachi Mittal)

Company Secretary and Compliance Officer

Encl: as above

Report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: DME DEVELOPMENT LIMITED

2. Quarter ending: 31.03.2026

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN\$& DIN	Category (Chairperson /Executive/ Non- Executive/ independent & Nominee)	Initial Date of Appoint ment	Dat e of Re- app oint me nt	Dat e of Ce ssa tion	Ten ure *	Date of Birth	No. Of directors hips in listed entities including this listed entity [in referen ce to Regula tion 17A]	No of Indepen dent Directors -hip in listed entities including this listed entity [in referenc e to proviso to regul ation 17A(1) & reg. 17A(2)]	Number of membersh ips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulation s))	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr.	N.R.V.V.M.K. Rajendra Kumar	072M 09494456	Chairman/ Nominee Director	16.02.2022	-	-	-	01.04.1970	1	NIL	2	NIL
Mr.	Alok Deepankar	875C/ 07317490	Non-Executive/ Nominee Director	09.11.2023		-	-	31.12.1970	1	NIL	NIL	NIL
Mr.	Ananta Manohar	684R 09822685	Executive/ Nominee Director	23.12.2022	-	-	-	17.07.1969	1	NIL	2	NIL
Mrs.	Sudha Damodar	768A 07755170	Independent Director	23.12.2022	23.12. 2025	-	39 Mont	17.01.1956	1	1	2	Nil

Mr.	Rajesh Ranjan	██████████450M 10094828	Independent Director	15.04.2023	15.04. 2026	-	hs 36 Mont hs	15.11.1960	1	1	3	2
		Whether Regular chairperson appointed – Yes										
		Whether Chairperson is related to managing director or CEO - NA										

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Rajesh Ranjan	1. Chairperson/Independent	15.04.2023	N.A.
		2. Ms. Sudha Damodar	2. Independent		
		3. Mr. Ananta Manohar	3. Executive/Nominee		
2. Nomination & Remuneration Committee	Yes	1. Ms. Sudha Damodar	1. Chairperson/Independent	15.04.2023	N.A.
		2. Mr. Rajesh Ranjan	2. Independent	15.04.2023	N.A.
		3. Mr. N.R.V.V.M.K. Rajendra Kumar	3. Non-Executive/ Nominee	10.11.2025	N.A.
3. Risk Management. Committee (if applicable)	Yes	1. Ms. Sudha Damodar	1. Chairperson/Independent	29.03.2023	N.A.
		2. Mr. Ananta Manohar	2. Executive/ Nominee	29.03.2023	N.A.
		3. Mr. Gautam Vishal	3. Executive	09.11.2023	12.02.2026
		4. Mr. Rupesh Kumar Srivastava	4. Executive	12.02.2026	N.A.
4. Stakeholders Relationship Committee'	Yes	1. Mr. Rajesh Ranjan	1. Chairperson/Independent	09.11.2023	N.A.
		2. Ms. Sudha Damodar	2. Independent	29.03.2023	N.A.
		3. Mr. Ananta Manohar	3. Executive/ Nominee	29.03.2023	N.A.
5. Corporate Social Responsibility Committee	Yes	1. Mr. Rajesh Ranjan	1. Chairperson/Independent	12.02.2024	N.A.
		2. Mr. N.R.V.V.M.K. Rajendra Kumar	2. Non-Executive/Nominee		
		3. Mr. Ananta Manohar	3. Executive/ Nominee		

III. Meetings of Board of Directors

<i>Date(s) of Meeting in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</i>	<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12.02.2026	Yes	5	2	10.11.2025	57
				16.12.2025	

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

<i>Name of the Committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of Independent Directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee	12.02.2026	Yes	3	2	10.11.2025	57
					16.12.2025	

Nomination & Remuneration Committee	-	-	-	-	-	-

Stakeholders Committee	Relationship	-	-	-	-	07.11.2025	-

Risk Management Committee	24.02.2026	Yes	3	1	-	-

Corporate Social Responsibility Committee	-	-	-	-	-	-	-

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

VI. Details of Cyber Security Incidence

Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			Nil
Date of the event	N.A.	Brief details of the event	NA

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here.

The report was placed before the Board however there was no comment by the Board.

Name & Designation

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(Prachi Mittal)

Company Secretary & Compliance Officer

INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC.

Half year ending – March 31, 2026

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NIL	NIL	
Promoter Group or any other entity controlled by them	NIL	NIL	
Directors (including relatives) or any other entity controlled by them	NIL	NIL	
KMPs or any other entity controlled by them	NIL	NIL	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL
C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter Group or any other entity controlled by them	NA	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. – N.A.

For DME Development Limited

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(Rupesh Kumar Srivastava)
Chief Executive Officer

WEBSITE AFFIRMATIONS (applicable only for Annual Filing i.e., 4th quarter)

<u>I. Disclosure on website in terms of Listing Regulations</u>		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
The Company is a high debt listed entity, the requirement of Reg 46 of SEBI (LODR) is not applicable to the Company.		
a) Details of business	-	-
aa) Memorandum of Association and Articles of Association	-	-
ab) Brief profile of board of directors including directorship and full-time positions in body corporates	-	-
b) Terms and conditions of appointment of independent directors	-	-
c) Composition of various committees of board of directors	-	-
d) Code of conduct of board of directors and senior management personnel	-	-
e) Details of establishment of vigil mechanism/ Whistle Blower policy	-	-
f) Criteria of making payments to non-executive directors	-	-
g) Policy on dealing with related party transactions	-	-
h) Policy for determining 'material' subsidiaries	-	-
i) Details of familiarization programmes imparted to independent directors	-	-
j) Email address for grievance redressal and other relevant details	-	-
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	-	-
l) Financial results	-	-
m) Shareholding pattern	-	-
n) Details of agreements entered into with the media companies and/or their associates	-	-
o) (i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	-	-
oa) Audio recordings, video recordings, if any, and transcripts of post earnings or	-	-

quarterly calls, by whatever name called, conducted physically or through digital means		
p) New name and the old name of the listed entity	-	-
q) Advertisements as per regulation 47 (1)	-	-
r) Credit rating or revision in credit rating obtained	-	-
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	-	-
t) Secretarial Compliance Report	-	-
u) Materiality Policy as per Regulation 30(4)	-	-
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	-	-
w) Disclosures under regulation 30(8)	-	-
x) Statements of deviation(s) or variations(s) as specified in regulation 32	-	-
y) Dividend distribution policy as specified in regulation 43A(1)	-	-
z) Annual return as provided under section 92 of the Companies Act, 2013	-	-
za) Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	-	-
✓ Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	-	-
✓ Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	-	-

II. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19 (1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19 (2A)	Yes
Meeting of Nomination & Remuneration Committee	19 (3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes

Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N.A.
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	N.A.
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of LODR Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. - **The Company does not have any Subsidiary Company.**

Name & Designation

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Company Secretary and Compliance Officer