



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: 19.01.2026

To,

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

Subject: Submission of Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sir/Madam,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith is the quarterly Compliance Report on Corporate Governance in the format prescribed by SEBI – Annexure- I for the quarter ended December 31, 2025.

You are requested to take note of the above submission.

Thanking you,

For DME Development Limited

Prachi Mittal Digitally signed
by Prachi Mittal
Date: 2026.01.19
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(Prachi Mittal)
Company Secretary

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: 31.12.2025****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(1)]	No of Indepen dent Directors -hip in listed entities including this listed entity [in referenc e to proviso to regul ation 17A(1)]	Number of membersh ips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer Regulation 26(1) of Listing 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 Listing Regulations)
Mr.	NRVVMK Rajendra Kumar	ACEPR1072M 09494456	Chairman/ Nominee Director	16.02.2022	-	-	-	01.04.1970	1	NIL	2	NIL
Mr.	Vinay Kumar**	AHSPK7066P 02174687	Non-Executive/ Nominee Director	22.05.2024	-	-	-	03.10.1971	1	NIL	1	NIL
Mr.	Alok Deepankar	ABJPD6875C/ 07317490	Non-Executive/ Nominee Director	09.11.2023		-	-	31.12.1970	1	NIL	NIL	NIL
Mr.	Ananta Manohar	AJAPM9684R 09822685	Executive/ Nominee	23.12.2022	-	-	-	17.07.1969	1	NIL	2	NIL

			Director									
Mrs.	Sudha Damodar	AFHPD9768A07755170	Independent Director	23.12.2022	22.12.2025	-	4 years	17.01.1956	1	1	2	Nil
Mr.	Rajesh Ranjan	ADLPR8450M10094828	Independent Director	15.04.2023	-	-	3 years	15.11.1960	1	1	3	2
		Whether Regular chairperson appointed – Yes										
		Whether Chairperson is related to managing director or CEO - NA										
		<i>\$PAN of any director would not be displayed on the website of Stock Exchange</i> <i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i> <i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i> <i>** Ceased to be director of the Company w.e.f 26.12.2025 due to relieving from MoRTH (Nominating Authority).</i>										

II. Composition of Committees					
<i>Name of Committee</i>	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. Sh. Rajesh Ranjan	1. Chairperson/Independent	15.04.2023	N.A.
		2. Smt. 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. NRVVMK Rajendra Kumar	3. Non-Executive/ Nominee	10.11.2025	N.A.
		4.Mr. Ananta Manohar	4.Executive/Nominee	09.11.2025	10.11.2025
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	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. NRVVMK Rajendra Kumar	2. Non-Executive/Nominee		
		3. Mr. Ananta Manohar	3. Executive/ Nominee		
<i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
06.08.2025	10.11.2025	Yes	6	2	95
	16.12.2025	Yes	5	2	35
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee:</u>					
10.11.2025	Yes	3	2	06.08.2025	95
16.12.2025	Yes	3	2		35
<u>Nomination & Remuneration Committee:</u>					
-	-	-	-	-	-
<u>Stakeholders Relationship Committee:</u>					
07.11.2025	Yes	3	2	04.08.2025	94
<u>Risk Management Committee:</u>					
-	-	-	-	04.08.2025	-
<u>Corporate Social Responsibility Committee:</u>					
-	-	-	-	05.08.2025	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					
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

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 Listing 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.

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

Prachi Mittal

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by Prachi Mittal
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(Prachi Mittal)

Company Secretary & Compliance Officer