



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: prachimittal.dme@nhai.org Website: dmedl.in

Date: 20.07.2023

To,

National Stock Exchange of India Ltd.

Exchange Plaza

Plot no. C/1, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

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 June 30, 2023.

You are requested to take note of the above submission.

Thanking you,

For DME Development Limited

**(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: 30.06.2023**

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 Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorships in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Amit Kumar Ghosh	AIPPG2957F 01092172	Non-Executive/ Nominee Director	22.09.2020	-	-	-	29.12.1966	1	NIL	NIL	NIL
Mr.	NRVVMK Rajendra Kumar	ACEPR1072M 09494456	Chairman/ Nominee Director	16.02.2022	-	-	-	01.04.1970	1	NIL	NIL	NIL
Mr.	Manoj Kumar	ABBPK9751G 08854382	Non-Executive	29.08.2020	-	-	-	18.04.1973	1	NIL	NIL	NIL
Mr.	Ananta Manohar	AJAPM9684R 09822685	Executive/ Nominee Director	23.12.2022	-	-	-	17.07.1969	1	NIL	2	NIL

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. Sh. Rajesh Ranjan 2. Smt. Sudha Damodar 3. Sh. Ananta Manohar	1. Chairperson/Independent 2. Independent 3. Executive/Nominee	13.04.2023	N.A.
2. Nomination & Remuneration Committee	Yes	1. Smt. Sudha Damodar 2. Sh. Rajesh Ranjan 3. Sh. Shashibhushan Dipnarayan Mandal	1. Chairperson/Independent 2. Independent 3. Non-executive/ Nominee	13.04.2023	N.A.
3. Risk Management Committee (if applicable)	Yes	1. Ms. Sudha Damodar 2. Mr. B.M. Rao 3. Mr. Ananta Manohar	1. Chairperson/Independent 2. Non-executive 3. Executive/ Nominee	29.03.2023	N.A.
4. Stakeholders Relationship Committee'	Yes	1. Ms. Sudha Damodar 2. Mr. Shashibhushan Dipnarayan Mandal 3. Mr. Ananta Manohar	1. Chairperson/Independent 2. Non-executive/ Nominee 3. Executive/ Nominee	29.03.2023	N.A.

⁸Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

Note: Mr. Shashibhushan Dipnarayan Mandal ceased to be Director & CEO of the Company w.e.f. 03.05.2023 therefore the Nomination & Remuneration Committee and Stakeholders Relationship Committee shall be re-constituted.

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) 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>Maximum gap between any two consecutive (in number of days)</i>
14.02.2023 & 02.03.2023	26.05.2023	Yes	5 (including Independent Directors)	2	85

* to be filled in only for the current quarter meetings

Note: During the reporting quarter few resolutions were also passed through circulation which shall be/has been noted at the subsequent board meeting.

<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>
26.05.2023 (Audit Committee)	Yes	3 (including Independent Directors)	2	-	-

* 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

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

Complied.

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 (as applicable)

Note: Mr. Shashibhushan Dipnarayan Mandal ceased to be Director & CEO of the Company w.e.f. 03.05.2023 therefore the Nomination & Remuneration Committee and Stakeholders Relationship Committee shall be re-constituted.

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.

The meetings of Board of Directors have been conducted in the manner as specified in SEBI (LODR) Regulations, 2015. However, 1 meeting was held for Audit Committee and there was no meeting held for Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk management committee.

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.

Note: It may be noted that as required under sub-regulation 2A of Regulation 25 of SEBI (LODR) Regulation, 2015 the appointment of an independent director of a listed entity shall be subject to the approval of shareholders by way of a special resolution. However as per 2nd proviso to sub regulation 1A of Regulation 15 of the SEBI (LODR), 2015 the above requirement is on 'comply or explain' basis until March 31, 2024 and on a mandatory basis thereafter.

Name & Designation

(Prachi Mittal)
Company Secretary & Compliance Officer