



## **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](mailto: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 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.	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

Mrs.	Sudha Damodar	AFHPD9768A07755170	Independent Director	23.12.2022	-	-	3 years	17.01.1956	1	1	2	1
Mr.	Rajesh Ranjan	ADLPR8450M10094828	Independent Director	15.04.2023	-	-	3 years	15.11.1960	1	1	1	1
Mr.	Shashi Bhushan Dipnarayanmandal	AIFPM3753K09428273	Non-Executive	07.12.2021	-	03.05.2023	-	01.03.1981	1	Nil	Nil	Nil
		Whether Regular chairperson appointed – Yes										
		Whether Chairperson is related to managing director or CEO – No.										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp;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></p> <p><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></p>										

<b>II. Composition of Committees</b>					
<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 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.
<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>					

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.

<b>III. Meeting of Board of Directors</b>					
<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
<i>* to be filled in only for the current quarter meetings</i>					
<i>Note: During the reporting quarter few resolutions were also passed through circulation which shall be/has been noted at the subsequent board meeting.</i>					
<b>IV. Meetings of Committees –</b>					
<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	-	-
<i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
<i>**to be filled in only for the current quarter meetings</i>					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance status (Yes/No/NA)</b> <i>refer note below</i>	
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 2<sup>nd</sup> 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**