



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: 21.04.2025

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 |
|---|---|

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, II & IV for the quarter, half year and year ended March 31, 2025.

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: 31.03.2025

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 Appointment | Date of Re-appointment | Date of Cessation | Tenure * | 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/Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-------------------|-----------------------|--------------------|---|-----------------------------|------------------------|-------------------|----------|---------------|---|--|--|---|
| Mr. | NRVVMK Rajendra Kumar | ACEPR1072M09494456 | Chairman/ Nominee Director | 16.02.2022 | - | - | - | 01.04.1970 | 1 | NIL | NIL | NIL |
| Mr. | Vinay Kumar | AHSPK7066P02174687 | Non-Executive/ Nominee Director | 22.05.2024 | - | - | - | 03.10.1971 | 1 | NIL | NIL | NIL |
| Mr. | Alok Deepankar | ABJPD6875C07317490 | Non-Executive/ Nominee Director | 09.11.2023 | - | - | - | 31.12.1970 | 1 | NIL | NIL | NIL |
| Mr. | Ananta Manohar | AJAPM9684R09822685 | Executive/ Nominee | 23.12.2022 | - | - | - | 17.07.1969 | 1 | NIL | 2 | NIL |

| | | | | | | | | | | | | |
|------|---------------|---|----------------------|------------|------------|---|---------|------------|---|---|---|-----|
| | | | Director | | | | | | | | | |
| Mrs. | Sudha Damodar | AFHPD9768A07755170 | Independent Director | 23.12.2022 | - | - | 3 years | 17.01.1956 | 1 | 1 | 2 | Nil |
| Mr. | Rajesh Ranjan | ADLPR8450M10094828 | Independent Director | 15.04.2023 | 27.12.2023 | - | 3 years | 15.11.1960 | 1 | 1 | 3 | 2 |
| | | Whether Regular chairperson appointed – Yes | | | | | | | | | | |
| | | Whether Chairperson is related to managing director or CEO - NA | | | | | | | | | | |
| | | <p><i>^{\$}PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><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></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> | | | | | | | | | | |

| 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. Ananta Manohar | 4. Executive/ Nominee | 09.11.2023 | 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 | 3. Executive/ Nominee | 29.03.2023 | N.A. |
| | | 3. Mr. Gautam Vishal | 4. 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 | 4. 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 | | |
| ^{&} 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 | | | | | |

| 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> |
| 14.11.2024 19.12.2024 | 13.02.2025 | Yes | 5 | 2 | 55 |
| <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> | | | | | |
| IV. Meetings of Committees | | | | | |
| <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> |
| <u>Audit Committee:</u> | | | | | |
| 13.02.2025 | Yes | 3 | 2 | 14.11.2024 19.12.2024 | 55 |
| <u>Nomination & Remuneration Committee:</u> | | | | | |
| - | - | - | - | - | - |
| <u>Stakeholders Relationship Committee:</u> | | | | | |
| 11.02.2025 | Yes | 3 | 2 | - | 334 |
| <u>Risk Management Committee:</u> | | | | | |
| 11.02.2025 | Yes | 2 | 1 | - | 334 |
| <u>Corporate Social Responsibility Committee:</u> | | | | | |
| - | - | - | - | - | - |
| <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> | | | | | |
| V. Related Party Transactions | | | | | |
| Subject | | | | Compliance status (Yes/No/NA) <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 | |
| 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 (as applicable)
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)
Company Secretary & Compliance Officer

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| <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: | | |
| a) Details of business | N.A.* | N.A.* |
| b) Terms and conditions of appointment of independent directors | N.A.* | N.A.* |
| c) Composition of various committees of board of directors | N.A.* | N.A.* |
| d) Code of conduct of board of directors and senior management personnel | N.A.* | N.A.* |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | N.A.* | N.A.* |
| f) Criteria of making payments to non-executive directors | N.A.* | N.A.* |
| g) Policy on dealing with related party transactions | N.A.* | N.A.* |
| h) Policy for determining 'material' subsidiaries | N.A.* | N.A.* |
| i) Details of familiarization programmes imparted to independent directors | N.A.* | N.A.* |
| j) Email address for grievance redressal and other relevant details | N.A.* | N.A.* |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | N.A.* | N.A.* |
| l) Financial results | N.A.* | N.A.* |
| m) Shareholding pattern | N.A.* | N.A.* |
| n) Details of agreements entered into with the media companies and/or their associates | N.A.* | N.A.* |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | N.A.* | N.A.* |
| p) New name and the old name of the listed entity | N.A.* | N.A.* |
| q) Advertisements as per regulation 47 (1) | N.A.* | N.A.* |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | N.A.* | N.A.* |

| | | |
|--|--------|--------|
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | N.A.* | N.A.* |
| * Since the Company is a high debt listed entity the Regulation 46 does not applicable to the Company | | |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | N.A.** | N.A.** |
| b) Materiality Policy as per Regulation 30 | N.A.** | N.A.** |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | N.A.** | N.A.** |
| It is certified that these contents on the website of the listed entity are correct. | N.A.** | N.A.** |
| ** Since the Company is a high debt listed entity the Regulation 46 does not applicable to the Company | | |

| II Annual Affirmations | | |
|---|--------------------------|---|
| 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) & 25(6) | Yes |
| Board composition | 17(1), 17(1A) & 17(1B) | 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 |
| 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 |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes |
| Meeting of Stakeholder Relationship Committee | 20 (3A) | Yes |
| Composition and role of Risk Management Committee | 21(1), (2), (3), (4) | Yes |
| Meeting of Risk Management Committee | 21(3A) | No |
| 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. |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | N.A. |
| Maximum Tenure | 25(2) | 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) | 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 |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Omitted |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | 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.

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.**

Note:

As required under Explanation (3) of 2nd proviso of sub-regulation (1A) of Regulation 15 of SEBI LODR, Regulation 2015:

In compliance with Regulation 25(12) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates the provision of Directors & Officers (D&O) Insurance for high-value debt listed entities, the Company has taken the necessary steps towards implementation. The proposal for obtaining D&O Insurance was duly considered and approved at the 26th Meeting of the Board of Directors held on February 13, 2025. The process for obtaining the insurance cover is currently underway.

Name & Designation

Company Secretary / Compliance Officer

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – March 31, 2025

| I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small> | | | |
|---|--|---|--|
| (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 | |
| 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.

Name & Designation

(Anant Manohar)
CFO

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.