



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: 16.10.2025

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, III & IV for the quarter and half year ended September 30, 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: 30.09.2025****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 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 | 1 | 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 | - | - | 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 | | | | | |
|---|---------------------------------------|------------------------------|--|---------------------|-------------------|
| 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 | 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> |
| 26.05.2025 | 06.08.2025 | Yes | 5 | 2 | 73 |
| * to be filled in only for the current quarter meetings | | | | | |
| 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> | | | | | |
| 06.08.2025 | Yes | 3 | 2 | 26.05.2025 | 71 |
| <u>Nomination & Remuneration Committee:</u> | | | | | |
| 04.08.2025 | Yes | 3 | 2 | - | 364 |
| <u>Stakeholders Relationship Committee:</u> | | | | | |
| 04.08.2025 | Yes | 3 | 2 | - | 175 |
| <u>Risk Management Committee:</u> | | | | | |
| 04.08.2025 | Yes | 2 | 1 | - | 175 |
| <u>Corporate Social Responsibility Committee:</u> | | | | | |
| 05.08.2025 | Yes | 3 | 1 | - | - |
| * 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 | | | | | |
| <i>Subject</i> | | | | <i>Compliance status (Yes/No/NA)</i> | |
| | | | | <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

ANNEX III

Format to be submitted by listed entity at the end of 6 months from the close of financial year:

| Affirmations | | |
|---|--------------------------------------|--|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website | 46(2) | The Company has filed an application for extension of time for holding the Annual General Meeting (AGM) for the financial year 2024–25, which has been duly approved by the Hon'ble Registrar of Companies. Pursuant to the approval, the Company is permitted to convene the AGM on or before December 31, 2025. Accordingly, the relevant financial statements and reports will be made available in due course. |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | The Company has received approval from the Registrar of Companies to hold the Annual General Meeting for the financial year 2024–25 on or before December 31, 2025. |
| Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting | 19(3) | The Company has received approval from the Registrar of Companies to hold the Annual General Meeting for the financial year 2024–25 on or before December 31, 2025. |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting | 20(3) | The Company has received approval from the Registrar of Companies to hold the Annual General Meeting for the financial year 2024–25 on or before December 31, 2025. |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | The Company has received approval from the Registrar of Companies to hold the Annual General Meeting for the financial year 2024–25 on or before December 31, 2025. |
| 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. | | |
| Name & Designation (Prachi Mittal) 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 – September 30, 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. – Not Applicable

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.