



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, Pheroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001
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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 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 Directors -hip 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 Regulation s)	No of post of Chairpersons on Audit/ Stakeholder Committee 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

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. Mr. Ananta Manohar	1. Chairperson/Independent 2. Independent 3. Executive/Nominee	15.04.2023	N.A.
2. Nomination & Remuneration Committee	Yes	1. Ms. Sudha Damodar 2. Mr. Rajesh Ranjan 3. Mr. Ananta Manohar	1. Chairperson/Independent 2. Independent 3. Executive/ Nominee	15.04.2023 15.04.2023 09.11.2023	N.A. N.A. N.A.
3. Risk Management Committee (if applicable)	Yes	1. Ms. Sudha Damodar 2. Mr. Ananta Manohar 3. Mr. Gautam Vishal	1. Chairperson/Independent 3. Executive/ Nominee 4. Executive	29.03.2023 29.03.2023 09.11.2023	N.A. N.A. N.A.
4. Stakeholders Relationship Committee'	Yes	1. Mr. Rajesh Ranjan 2. Ms. Sudha Damodar 3. Mr. Ananta Manohar	1. Chairperson/Independent 2. Independent 4. Executive/ Nominee	09.11.2023 29.03.2023 29.03.2023	N.A. N.A. N.A.
5. Corporate Social Responsibility Committee	Yes	1. Mr. Rajesh Ranjan 2. Mr. NRVVMK Rajendra Kumar 3. Mr. Ananta Manohar	1. Chairperson/Independent 2. Non-Executive/Nominee 3. Executive/ Nominee	12.02.2024	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

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>
Audit Committee:					
06.08.2025	Yes	3	2	26.05.2025	71
Nomination & Remuneration Committee:					
04.08.2025	Yes	3	2	-	364
Stakeholders Relationship Committee:					
04.08.2025	Yes	3	2	-	175
Risk Management Committee:					
04.08.2025	Yes	2	1	-	175
Corporate Social Responsibility Committee:					
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) 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. refer note below			
(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.*