



DME Development Limited

(A Wholly Owned Entity of NHAI)

Corporate Office, Plot G -5 &6, Sector – 10, Dwarka, New Delhi – 110075

NHAI CIN : U45202DL2020GOI368878/PH : 011- 25074100/25074200

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

ADDENDUM TO THE NOTICE OF THE 2ND ANNUAL GENERAL MEETING OF DME DEVELOPMENT LIMITED

Addendum to the Notice of 2nd Annual General Meeting of the members of the DME Development Limited to be held on Monday, the 26th December, 2022 at 12 Noon at the registered office of the Company situated at Plot No. G-5 & 6, Sector-10, Dwarka, New Delhi-110 075 to transact five business items (3 Ordinary Business and 2 Special Business) as specified in the said notice.

Further to the above, Shorter Notice is hereby given that at the said meeting following special business will also be transacted as Item No.6:

SPECIAL BUSINESS:

- 6. To approve issuance of Bonds/Other Instruments as part of total approved borrowing for DME Development Ltd, in FY 2022-23 to FY 2023-24 and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

:

“RESOLVED THAT pursuant to the provisions of Section 179, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under including any statutory modifications or re-enactments thereof for the time being in force and pursuant to SEBI NCS Regulations, 2021 other applicable SEBI Rules and Regulations, as amended from time to time, including applicable Reserve Bank of India Directions, Guidelines, Circulars etc. and in accordance with Memorandum and Articles of Association of the Company and subject to other applicable laws, rules and regulations, consent of the Members be and is hereby accorded to offer, invite for subscription, issue and allot Secured, Non-Convertible, Non-Cumulative, Redeemable, Taxable Bonds for approx. amount upto Rs.20,000 Crore (Rupees Twenty Thousand Crore only) on private placement basis, in one or more tranches, till FY 2023-24 on such terms and conditions as the Board may deem fit and depending on the prevailing market conditions and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency as the Board may in its absolute discretion deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/to be raised by the Company including issue of NCDs shall not exceed the

overall borrowing limits of the Company as approved by the Shareholders of the Company from time to time.

RESOLVED FURTHER THAT any Director/ Chairman of the Company be and is hereby authorized and to delegate on behalf of the Company, all or any of the aforesaid powers to any Committee, officers, employees of the Company, as it may deem necessary, sign all the documents, to do all such acts, deeds, matters and things as may be required, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle any issues, questions, difficulties or doubts that may arise.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to approve the Statutory Fees of listing agencies, Stamp Duties, other fee of regulatory authorities and other miscellaneous expenditure relating to the proposed issue(s) ”.

**By the order of the Board of Directors
For DME DEVELOPMENT LIMITED**



**(Prachi Mittal)
Company Secretary
ACS: 40236**

**Place: New Delhi
Date: 26.12.2022**

NOTE:

1. In view of the provisions of the Ministry of Corporate Affairs (“MCA”) General Circular No. 02/2022 dated May, 05, 2022, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred as “MCA Circulars”) and Securities and Exchange Board of India Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (collectively referred as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 2nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 2nd AGM shall be the Registered Office of the Company.
2. **Generally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/ herself and such proxy need not be a Member of the Company. The Proxy Form and Attendance Slip including the Route Map of the venue of the AGM are annexed to this Notice.**
3. Proxies, in order to be effective, must be received at the Company’s Registered Office. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy so appointed shall not have any right to speak at the meeting.
4. Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members may be appointed for the purpose of participation in the 2nd AGM who can cast their vote during the AGM.
5. In compliance with MCA and SEBI Circulars, owing to the difficulties involved in dispatching of physical copies of the Annual Report, the Annual Report and Notice of AGM are being sent in electronic mode only to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. In terms of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), except in case of transmission or transposition of securities, requests for effecting

transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form, if any, are requested to demat their shares at the earliest.

7. Inspection of documents by Members: Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting
8. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company or any other matter placed at the Meeting are requested to send their requests in writing to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

9. **Information of Directors pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meeting:** At the 2nd AGM of the Company, Sh. Manoj Kumar (DIN: 08854382), Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act"), read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment.

**By the order of the Board of Directors
For DME DEVELOPMENT LIMITED**



**(Prachi Mittal)
Company Secretary
ACS: 40236**

**Place: New Delhi
Date: 26.12.2022**

ANNEXURE TO THE NOTICE

Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 6

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("Members") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("NCDs") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution. In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc. the Company may invite for subscription, issue and allot Secured, Non-Convertible, Non-Cumulative, Redeemable, Taxable Bonds for approx. amount upto Rs.20,000 Crore (Rupees Twenty Thousand Crore only) on private placement basis, in one or more tranches, till FY 2023-24. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Company ("Board") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

**By the order of the Board of Directors
For DME DEVELOPMENT LIMITED**



**(Prachi Mittal)
Company Secretary
ACS: 40236**

Place: New Delhi

Date: 26.12.2022