



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: 18.10.2024

To,

National Stock Exchange of India Ltd.	BSE Limited
Exchange Plaza, Jeevan Vihar Building, 4th Floor, Road Area, 3, Sansad Marg, Janpath, Connaught Place, Delhi 110001	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, 2024.

You are requested to take note of the above submission.

Thanking you,

For DME Development Limited

**Prachi
Mittal
(Prachi Mittal)
Company Secretary**

Digitally signed by Prachi Mittal
DN: cn=Prachi Mittal, o=DME Development Limited, ou=, email=prachi.mittal@dmedl.in, c=IN
Date: 2024.10.18 12:21:14 +05'30'

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: 30.09.2024****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 onnAudit/ 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	NIL	NIL
Mr.	Vinay Kumar	AHSPK7066P 02174687	Non-Executive/ Nominee Director	22.05.2024	-	-	-	03.10.1971	1	NIL	NIL	NIL
Mr.	Alok Deepankar	ABJPD6875C/ 07317490	Non-Executive/ Nominee Director	09.11.2023	-	-	-	31.12.1970	1	NIL	NIL	NIL
Mr.	Ananta	AJAPM9684R	Executive/	23.12.2022	-	-	-	17.07.1969	1	NIL	2	NIL

[illegible]

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	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. CEO (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					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
22.05.2024	13.08.2024	Yes	4	2	82
	25.09.2024	Yes	5	2	42
* to be filled in only for the current quarter meetings					
Note: During the reporting quarter few resolutions were also passed through circulation which shall be/has been noted at the subsequent board meeting.					
IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee:</u>					
13.08.2024	Yes	3	2	22.05.2024	82
25.09.2024	Yes	3	2		42
<u>Nomination & Remuneration Committee:</u>					
06.08.2024	Yes	3	2	-	145
<u>Stakeholders Relationship Committee:</u>					
-	-	-	-	-	-
<u>Risk Management Committee:</u>					
-	-	-	-	-	-
<u>Corporate Social Responsibility Committee:</u>					
-	-	-	-	-	-
* 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					
Subject				Compliance status (Yes/No/NA) refer note below	
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)
 - e. Corporate Social Responsibility Committee
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, 2 meetings were held for Audit Committee, 1 meeting was held for Nomination and Remuneration Committee and No meeting was held for Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee till now.

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

Prachi Mittal is a Chartered Accountant and a member of the Institute of Cost Accountants of India. She is also a member of the Institute of Company Secretaries of India. She has been working as a Company Secretary for various companies since 2010.

(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)	Company has received approval from the Hon'ble Registrar of Companies to extend the timeline for conducting the Annual General Meeting (AGM) for the financial year 2023-24 until December 31, 2024. Accordingly, the relevant documents 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 to conduct the AGM for the financial year 2023-24 until December 31, 2024.
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	The Company has received approval to conduct the AGM for the financial year 2023-24 until December 31, 2024.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	The Company has received approval to conduct the AGM for the financial year 2023-24 until December 31, 2024.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	The Company has received approval to conduct the AGM for the financial year 2023-24 until December 31, 2024.
Note <i>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.</i> <i>2 If status is "No" details of non-compliance may be given here.</i> <i>3 If the Listed Entity would like to provide any other information the same may be indicated here.</i>		
Name & Designation <div><div>Prachi Mittal</div><div><small>Digitally signed by Prachi Mittal DN: cn=Prachi Mittal, o=Prachi Mittal, ou=Prachi Mittal, email=prachi.mittal@prachimittal.com, c=IN Date: 2024.10.18 15:53:10 +05'30'</small></div></div> <div>(Prachi Mittal) Company Secretary & Compliance Officer</div>		

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, 2024

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

ANANTA
MANOHAR
MEDURI
CHAKRAVARTULA

Digitally signed by
ANANTA MANOHAR
MEDURI
CHAKRAVARTULA
Date: 2024.10.18
14:59:38 +05'30'

(Anant Manohar)
CFO

Note

- 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;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.