



## **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: [prachimittal.dme@nhai.org](mailto:prachimittal.dme@nhai.org) Website: [dmedl.in](http://dmedl.in)

---

**Date: 18.04.2023**

To,

**National Stock Exchange of India Ltd.**

Exchange Plaza

Plot no. C/1, G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051

**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 and Annexure IV for the quarter ended March 31, 2023.

You are requested to take note of the above submission.

Thanking you,

**For DME Development Limited**

**(Prachi Mittal)  
Company Secretary**



## **DME Development Limited**

*(A Wholly Owned Entity of NHAI)*

Corp Office : NHAI Building, Plot G -5 &6, Sector – 10, Dwarka, New Delhi – 110075

CIN : U45202DL2020GOI368878

PH : 011-25074100/25074200

Email: [prachimittal.dme@nhai.org](mailto:prachimittal.dme@nhai.org)

Website: [www.dmedl.in](http://www.dmedl.in)

### **ANNEX I**

#### **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: 31.03.2023

#### **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 in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Amit Kumar Ghosh	AIPPG2957F 01092172	Non-Executive/ Nominee Director	22.09.2020	-	-	-	29.12.1966	1	NIL	NIL	NIL

[illegible]

<b>II. Composition of Committees</b>					
<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 (Not yet formed)	N.A.	N.A.	N.A.	N.A.	N.A.
2. Nomination & Remuneration Committee (Not yet formed)	N.A.	N.A.	N.A.	N.A.	N.A.
3. Risk Management Committee (if applicable)		1. Ms. Sudha Damodar 2. Mr. B.M. Rao 3. Mr. Ananta Manohar	1. Chairperson / Independent 2. Non-executive 3. Executive	29.03.2023	N.A
4. Stakeholders Relationship Committee		1. Ms. Sudha Damodar 2. Mr. Shashibhushan Dipnarayan Mandal 3. Mr. Ananta Manohar	1. Chairperson / Independent 2. Non-executive 3. Executive	29.03.2023	N.A
&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					

<b>III. Meeting of Board of Directors</b>					
<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>
11.11.2022	14.02.2023	Yes	5	1	53
23.12.2022	02.03.2023	Yes	5	1	16
* to be filled in only for the current quarter meetings					
Note: During the reporting quarter few resolutions were also passed through circulation which has been noted in the meeting dated 02.03.2023 and resolutions passed by circulation after this date shall be noted at the upcoming board meeting.					
<b>IV. Meetings of Committees – No meeting held during the quarter</b>					
<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>
-	-	-	-	-	-
* 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					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance status (Yes/No/NA)</b> <i>refer note below</i>	
Whether prior approval of audit committee obtained				No, Formation of Audit Committee is under process.	
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				No, Formation of Audit Committee is under process.	

**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  
  
Currently, the composition of the Board is in compliance with the requirements under the Companies Act, 2013. In view of the provisions under SEBI Listing Regulations relating to Board composition which have been made applicable to High Value Debt Listed entities, the Company shall reconstitute its Board soon.
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)  
Board is in the process for formation of Audit & Nomination & Remuneration Committees as required above.
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.  
  
Board is in the process for formation of Audit & Nomination & Remuneration Committees as required above.
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 meeting of Board of Directors have been conducted in the manner as specified in SEBI (LODR) Regulations, 2015. There were no committee meetings held.
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.

**Name & Designation**

**(Prachi Mittal)**

**Company Secretary & Compliance Officer**



## **DME Development Limited**

*(A Wholly Owned Entity of NHAI)*

Corp Office : NHAI Building, Plot G -5 &6, Sector – 10, Dwarka, New Delhi – 110075

CIN : U45202DL2020GOI368878

PH : 011-25074100/25074200

Email: [prachimittal.dme@nhai.org](mailto:prachimittal.dme@nhai.org)

Website: [www.dmedl.in](http://www.dmedl.in)

### **ANNEX IV**

**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 Ended – 31.03.2023**

#### **I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
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, inconnection with any loan(s) or any other form of debt availed by:

<b>Entity</b>	<b>Type (guarantee, comfortletter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any Other entity controlled by them	Nil	Nil	Nil

Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil

KMP or any other entity controlled by them	Nil	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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMP or any other entity controlled by them	Nil	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.

**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..*