



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: 16.04.2024

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
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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 & IV for the quarter and half year ended March 31, 2024.

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: 31.03.2024**

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 on in 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	NIL	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 Director	23.12.2022	-	-	-	17.07.1969	1	NIL	2	NIL
Mrs.	Sudha Damodar	AFHPD9768A 07755170	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	2	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	Chairperson/Independent	15.04.2023	N.A.
		2. Smt. Sudha Damodar	Independent		
		3. Mr. Ananta Manohar	Executive/Nominee		
2. Nomination & Remuneration Committee	Yes	1. Ms. Sudha Damodar	Chairperson/Independent	15.04.2023	N.A.
		2. Mr. Rajesh Ranjan	Independent	15.04.2023	N.A.
		3. Mr. Ananta Manohar	Executive/ Nominee	09.11.2023	N.A.
3. Risk Management. Committee (if applicable)	Yes	1. Ms. Sudha Damodar	Chairperson/Independent	29.03.2023	N.A.
		2. Mr. Ananta Manohar	Executive/ Nominee	29.03.2023	N.A.
		3. Mr. Gautam Vishal	Executive	09.11.2023	N.A.
4. Stakeholders Relationship Committee'	Yes	1. Mr. Rajesh Ranjan	Chairperson/Independent	09.11.2023	N.A.
		2. Ms. Sudha Damodar	Independent	29.03.2023	N.A.
		3. Mr. Ananta Manohar	Executive/ Nominee	29.03.2023	N.A.
5. Corporate Social Responsibility Committee	Yes	1. Mr. Rajesh Ranjan	Chairperson/Independent	12.02.2024	N.A.
		2.Mr. NRVVMK Rajendra Kumar	Non-Executive/Nominee		
		3. Mr. Ananta Manohar	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)
09.11.2023	12.02.2024	Yes	4	2	48
26.12.2023					
* 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>					
12.02.2024	Yes	3	2	09.11.2023	48
				26.12.2023	
<u>Nomination & Remuneration Committee:</u>					
13.03.2024	Yes	3	2	-	-
<u>Stakeholders Relationship Committee:</u>					
13.03.2024	Yes	3	2	-	-
<u>Risk Management Committee:</u>					
13.03.2024	Yes	2	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					
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, 1 meeting each was held for Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk management committee and No meeting was held for Corporate Social Responsibility Committee

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

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 – 31.03.2024

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:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
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:

Entity	Type (guarantee, comfortletter 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	Nil	Nil	Nil
Promoter Group orany other entity controlled by them	Nil	Nil	Nil

Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
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KMP or any s other entity controlled y by them	Nil	Nil	Nil
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(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 Nil s 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..*