



## **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

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**Date: 17.01.2024**

To,

<b>National Stock Exchange of India Ltd.</b>	<b>BSE Limited</b>
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 for the quarter ended December 31, 2023.

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: 31.12.2023****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	-	15.11 .2023	-	29.12.1966	-	-	-	-
Mr.	NRVVMK Rajendra Kumar	ACEPR1072 M 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	AJAPM9684 R	Executive/ Nominee	23.12.2022	-	-	-	17.07.1969	1	NIL	2	NIL

		09822685	Director									
Mrs.	Sudha Damodar	AFHPD9768 A 07755170	Independent Director	23.12.2022	-	-	3 years	17.01.1956	1	1	2	Nil
Mr.	Rajesh Ranjan	ADLPR8450 M 10094828	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>&amp;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	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. Shashibhushan Dipnarayan Mandal	3. Non-Executive/ Nominee	15.04.2023	03.05.2023
		4. Mr. Ananta Manohar	4. Executive/ Nominee	09.11.2023	N.A.
3. Risk Management. Committee (if applicable)	Yes	1. Ms. Sudha Damodar	1. Chairperson/Independent	29.03.2023	N.A.
		2. Mr. B.M. Rao	2. Non-executive	29.03.2023	09.11.2023
		3. Mr. Ananta Manohar	3. Executive/ Nominee	29.03.2023	N.A.
		4. Mr. Gautam Vishal	4. 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. Shashibhushan Dipnarayan Mandal	3. Non-Executive/ Nominee	29.03.2023	03.05.2023
		4. Mr. Ananta Manohar	4. Executive/ Nominee	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					

III. Meeting of Board of Directors					
Date(s) of Meeting (ifany) 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)
09.08.2023	09.11.2023	Yes	5	2	92
	26.12.2023	Yes	5	2	47
* 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 ofthe committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
09.11.2023	Yes	3	2	09.08.2023	92
26.12.2023	Yes	3	2		47
* 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)

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 and there was no meeting held for Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk management 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**