



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: dmedl@nhai.org Website: www.dmedl.in

Date: 16.12.2025

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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Sir/Madam,

Subject: Outcome of Board Meeting held on 16th December, 2025

On the Captioned subject, we would like to inform you that Board of Directors of the Company at its meeting held on 16th December, 2025 have approved and taken on record the following:

1. Audited Financial Results for the year ended 31st March, 2025 along with the report of Statutory Auditors and C&AG.
2. Statement on Impact of Audit Qualifications (for audit report with modified opinion). (Annexure 1)
3. Approval of appointment and remuneration of M/s AAAG & Co. LLP, Chartered Accountants, as statutory auditors for the FY 2025-26 appointed by C & AG.
4. Appoint of M/s Nityanand Singh & Co. for a term of 5 years commencing from FY 2025-26.
5. Appointment of Mr. Rupesh Kumar Srivastava as CEO and Cessation of Mr. Gautam Vishal as CEO.

We hereby submit that Auditor's has given modified opinion in its report for the year ended 31st March, 2025.

The Board Meeting commenced at 11.30 A.M. and concluded at 12.35 P.M.

Requesting you to take note of the same and update your records.

Thanking you,

For DME Development Limited

(Prachi Mittal)
Company Secretary

DME DEVELOPMENT LIMITED

G-5 & 6, SECTOR 10, DWARKA, NEW DELHI-110075

CIN: U45202DL2020GOI368878

Statement of Financial Results for the Quarter & Year ended March 31, 2025

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Quarter ended			Year ended	
	31st March 2025	31st December 2024	31st March 2024	31st March 2025	31st March 2024
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
REVENUE					
Revenue from operations	1,24,405.87	77,906.90	-	2,21,012.77	-
Other Revenue	52.54	7.37	0.05	59.91	0.05
Total Revenue (I)	1,24,458.41	77,914.27	0.05	2,21,072.68	0.05
EXPENSES					
Employees benefits expense	5.88	5.94	2.40	20.25	10.30
Financial costs	89,067.14	89,924.88	-	2,27,899.45	-
Administrative expenses	26.50	29.48	26.78	103.41	84.77
Total Expenses (II)	89,099.52	89,960.31	29.18	2,28,023.11	95.07
Profit/(Loss) before tax (III= I-II)	35,358.89	(12,046.04)	(29.13)	(6,950.43)	(95.02)
Tax expenses					
Current tax	-	-	-	-	-
Deferred tax	(9,193.31)	3,131.97	7.57	1,807.11	24.71
Total Tax Expenses (IV)	(9,193.31)	3,131.97	7.57	1,807.11	24.71
Profit/(Loss) for the period & year (V= III+IV)	26,165.58	(8,914.07)	(21.56)	(5,143.32)	(70.31)
Other comprehensive (loss)/income					
a) Items that will not be reclassified to profit or loss (net of Tax)					
- Re-measurement (loss)/gain on defined benefit plan	-	-	-	-	-
- Income tax relating to items that will not be re-classified to profit and loss	-	-	-	-	-
b) Items that may be reclassified to profit or loss (net of Tax)					
- Prior Period Expenses due to reclassification of Intangible Assets to Financial Assets	-	-	-	-	-
Total other comprehensive (loss)/income for the period & year (VI= a+b)	-	-	-	-	-
Total comprehensive (loss)/income for the period & year (VII= V+VI)	26,165.58	(8,914.07)	(21.56)	(5,143.32)	(70.31)
Profit/(Loss) for the period attributable to:	26,165.58	(8,914.07)	(21.56)	(5,143.32)	(70.31)
Equity holders	26,165.58	(8,914.07)	(21.56)	(5,143.32)	(70.31)
Total comprehensive income for the period, net of tax attributable to:	26,165.58	(8,914.07)	(21.56)	(5,143.32)	(70.31)
Equity holders	26,165.58	(8,914.07)	(21.56)	(5,143.32)	(70.31)
Earnings per equity share (of INR 100/- each):					
(1) Basic (absolute value in INR)	4.88	(1.66)	-	(0.96)	(0.02)
(2) Diluted (absolute value in INR)	4.88	(1.66)	-	(0.96)	(0.02)



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DME DEVELOPMENT LIMITED

G-5 & 6, SECTOR 10, DWARKA, NEW DELHI-110075
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Statement of Assets and Liabilities

(All amounts in INR Lakhs, unless otherwise stated)

	Particulars	As at	As at
		31st March 2025	31st March 2024
		(Audited)	(Audited)
I ASSETS			
Non-current assets			
Financial assets			
Other financial assets	54,17,647.55	47,24,853.46	
Deferred tax assets (net)	1,916.81	109.70	
Other non-current assets	25.00	25.00	
Total Non-current assets	54,19,589.36	47,24,988.16	
Current assets			
Financial assets			
Cash and Cash equivalents	2,996.59	4,043.96	
Other current assets	5,723.29	498.09	
Total Current assets	8,719.88	4,542.05	
Total Assets	54,28,309.24	47,29,530.21	
II EQUITY AND LIABILITIES			
Equity			
Equity share capital	5,38,500.00	5,23,400.00	
Other equity	(5,455.50)	(312.18)	
Total Equity	5,33,044.50	5,23,087.82	
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	44,03,916.72	40,35,078.40	
Total Non-current liabilities	44,03,916.72	40,35,078.40	
Current liabilities			
Financial liabilities			
Borrowings	48,392.00	21,489.00	
Other financial liabilities	17,188.49	15,613.05	
Other current liabilities	4,25,767.52	1,34,261.94	
Total Current liabilities	4,91,348.01	1,71,363.99	
Total Equity and Liabilities	54,28,309.24	47,29,530.20	



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Statement of Cash Flows

(All amounts in INR Lakhs, unless otherwise stated)

	Particulars	Year ended 31st March 2025	Year ended 31st March 2024
		(Audited)	(Audited)
A	Cash Flow from Operating Activities		
	Loss before tax	(6,950.43)	(95.02)
	Operating profit/(loss) before working capital changes	(6,950.43)	(95.02)
	Movements in working capital :		
	(Increase)/decrease in other current assets	(5,225.21)	50,609.96
	(Increase)/decrease in other financial assets	(6,92,794.07)	(11,40,745.49)
	(Increase)/decrease in other non current asset	-	-
	Increase/(decrease) in other financial liabilities	1,575.44	9,667.91
	Increase/(decrease) in other current liabilities	2,91,505.58	1,34,048.03
	Cash flow from/(used in) operations	(4,11,888.69)	(9,46,514.61)
	Net cash used in operating activities (A)	(4,11,888.69)	(9,46,514.61)
B	Cash Flow from Investing Activities		
	Net cash used in investing activities (B)	-	-
C	Cash Flow from Financing Activities		
	Borrowings during the period	3,95,741.32	8,64,571.63
	Net proceeds from issue of equity shares capital	15,100.00	84,000.00
	Net cash from financing activities (C)	4,10,841.32	9,48,571.63
	Net increase/(decrease) in Cash and Cash equivalents (A+B+C)	(1,047.37)	2,057.02
	Cash and Cash equivalents at the beginning of the year	4,043.96	1,986.94
	Cash and Cash equivalents at the end of the year	2,996.59	4,043.96

Notes :

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".
2. Figures in bracket represent cash outflow.
3. Components of Cash and Cash equivalents:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Cash & Cash Equivalent		
Balance with Banks	2,996.59	4,043.96
Balance as per Statement of Cash Flows	2,996.59	4,043.96

4. Changes in liabilities arising from financing activities

(Rs. in Lakhs)

Particular	Year ended 31st March 2025	Year ended 31st March 2024
Borrowings		
Borrowings at the beginning of the year	40,56,567.40	31,91,995.75
Interest charged on borrowings	1,42,942.88	1,06,896.33
Interest paid on borrowings	(1,42,942.88)	(1,06,896.33)
Proceeds from borrowings	12,29,580.32	8,64,571.65
Repayment of borrowings	(8,33,839.00)	-
Borrowings as at year end	44,52,308.72	40,56,567.40



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(All amounts in INR Lakhs, unless otherwise stated)

RATIOS	Quarter ended	Quarter ended	Quarter ended	Year ended	Year ended
	(Audited) 31st March 2025	(Unaudited) 31st December 2024	(Audited) 31st March 2024	(Audited) 31st March 2025	(Audited) 31st March 2024
a) Current Ratio					
Current Asset (I)	8,720	10,168	4,567	8,720	4,542
Current Liability (II)	4,91,348	2,17,872	1,71,364	4,42,956	1,71,364
Ratio = I/II	0.02	0.05	0.03	0.02	0.03
b) Debt Equity Ratio					
Debt (III)	44,52,309	44,73,063	40,56,567	44,52,309	40,56,567
Equity (IV)	5,33,044	5,06,879	5,23,088	5,33,044	5,23,088
Ratio = III/IV	8.35	8.82	7.76	8.35	7.76
c) Debt Service Coverage ratio	NIL	NIL	NIL	NIL	NIL
d) Return on Equity Ratio	0.05	(0.02)	(0.00)	(0.01)	NIL
e) Inventory Turnover ratio	NIL	NIL	NIL	NIL	NIL
f) Trade receivables turnover ratio	NIL	NIL	NIL	NIL	NIL
g) Trade payables turnover ratio	NIL	NIL	NIL	NIL	NIL
h) Net Capital turnover ratio	NIL	NIL	NIL	NIL	NIL
i) Net profit ratio	0.21	(0.48)	NIL	(0.02)	NIL
j) Return on Capital employed,	NIL	NIL	NIL	NIL	NIL
k) Return on Investment	NIL	NIL	NIL	NIL	NIL
l) Interest service coverage ratio	NIL	NIL	NIL	NIL	NIL
m) Outstanding redeemable preference shares (quantity and value)	NIL	NIL	NIL	NIL	NIL
n) Capital redemption reserve/debenture redemption reserve	NIL	NIL	NIL	NIL	NIL
o) Net worth	5,33,044	5,06,879	5,23,088	5,33,044	5,23,088
p) Net profit/(loss) after tax	26,166	(8,914)	(21.56)	(5,143)	(70.31)
q) Earnings per share Basic/Diluted	4.88	(1.66)	-	(0.96)	(0.02)
r) Long term debt to working capital	NIL	NIL	NIL	NIL	NIL
s) Bad debts to Account receivable ratio	NIL	NIL	NIL	NIL	NIL
t) Current liability ratio in times	56	21	38	51	38
u) Total debts to total assets	0.82	0.95	0.86	0.82	0.86
v) Debtors turnover	NIL	NIL	NIL	NIL	NIL
w) Operating margin (%)	NIL	NIL	NIL	NIL	NIL
x) Net profit margin (%)	NIL	NIL	NIL	NIL	NIL
y) Sector specific equivalent ratios, as applicable	NIL	NIL	NIL	NIL	NIL



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(All amounts in INR Lakhs, unless otherwise stated)

Notes:

1. These Financial results have been prepared in accordance with the recognition and measurement principles or Indian Accounting Standard ("Ind AS") prescribed under section 133 or the Companies Act 2013 (the "Act") read with relevant rules issued thereunder and the other accounting principles generally accepted in India.
2. These financial results have been approved by the Board of Directors at its meeting held on 16/12/2025. The Statutory Auditors of the Company have carried out an audit of the aforesaid results.
3. The Company reports quarterly financial results, pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. The financial results are available on the website of the Company www.dmedl.in, on the website of BSE Limited ("BSE") at www.bseindia.com and on the website of National Stock Exchange of India Limited ("NSE") at www.nseindia.com. The specified items of the financial results of the Company for the quarter and year ended March 31, 2025 are given below.

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Quarter ended			Year ended	
	31st March 2025	31st December 2024	31st March 2024	31st March 2025	31st March 2024
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Total Income	1,24,458.41	77,914.27	0.05	2,21,072.68	0.05
Profit/(Loss) before tax (including exceptional items)	35,358.89	(12,046.04)	(29.13)	(6,950.43)	(95.02)
Profit/(Loss) after tax	26,165.58	(8,914.07)	(21.56)	(5,143.32)	(70.31)
Total comprehensive profit/(loss)	26,165.58	(8,914.07)	(21.56)	(5,143.32)	(70.31)

4. The Company, during the year ended March 31, 2025 has allotted 1,51,00,000 equity shares respectively of Rs. 100 each, fully paid up, to his holding company (NHAI).
5. The Company, during year ended March 31, 2025 has received annuities of Rs. 2,21,012.76 lakh plus applicable taxes from NHAI since September 2024 month.
6. The Company, during year ended March 31, 2025 has issued Taxable Green Bond Series 1-2024 to QIBs amounting Rs. 77,500 lakh (Base Issue Size Rs. 50,000 lakh & Green shoe Rs. 27,500 lakh) with coupon rate @7.23% for tenure 10 years from deemed date of allotment i.e., 11.12.2024.
7. The Company has charged interest on borrowings to profit and loss account from the month of September 2024.
8. Previous period figures have been regrouped and rearranged to make them comparable with the current period figures.



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Independent Auditor's Report

To the Members of

M/s. DME DEVELOPMENT LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Qualified Opinion:

We have audited the Financial Statements of DME DEVELOPMENT LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid Financial Statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, losses (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.



Basis for Qualified Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Financial Statements’ section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified opinion.

Description of Basis of Qualified Opinion

1. Amortization of Financial Assets

In accordance with the principles laid down under Ind AS 115 *Revenue from Contracts with Customers* and Ind AS 109 *Financial Instruments*, the Company is required to recognize a financial asset to the extent it has an unconditional contractual right to receive cash or another financial asset from, or at the direction of, the grantor in exchange for construction under a service concession arrangement. Such financial asset shall be initially recognized at its fair value and subsequently measured at amortized cost using the effective interest rate (EIR) method, as prescribed under Ind AS 109.

However, it has been noted that the Company has not applied the EIR method for subsequent measurement and amortization of the said financial asset over its contractual term. As informed by the management, the amortization methodology and related accounting policy are yet to be finalized.



In the absence of this information, we are unable to quantify the amount of amortization required or assess its potential impact on the Statement of Profit and Loss.

2. Borrowing Cost

In accordance with the provision of paragraph 22 of Appendix C of Ind AS 115 and in line with Ind AS 23, the borrowing cost attributable to the arrangement shall be recognized as an expense in the period in which it is incurred unless the operator has a contractual right to receive an intangible asset (a right to charge users of the public services). Hence, the cost incurred on borrowing the loan needs to be charged to the Profit & Loss account instead of being capitalized.

However, the Company has capitalized borrowing costs amounting to Rs. 6,94,075.17 lakhs incurred up to August 2024 as part of the carrying amount of the financial asset recognized under the DME project. The capitalization of such borrowing costs is not in compliance with the above-stated accounting standards, as the Company does not have a right to charge users but instead receives annuity payments from NHAI. We further note that annuity payments commenced from September 2024, and borrowing costs incurred thereafter have been appropriately expensed to the Statement of Profit and Loss.

The management is of the view that the capitalization of borrowing costs is consistent with the Company's contractual rights and obligations under the DME project and in compliance with applicable Ind AS. However, in our opinion, the capitalization of borrowing costs up to August 2024 is not in accordance with the requirements of Ind AS 115 and Ind AS 23. Had the Company expensed such borrowing costs, the financial asset and retained earnings as at March 31, 2025, would have been lower by Rs. 6,94,075.17 lakhs, and loss for the year would have been higher by the corresponding amount.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matters

Revenue recognition

As per Ind AS 115, revenue is to be recognized as control over the asset is transferred to the grantor and if the operator is entitled to annuity, revenue will be recognized over time based on the performance obligations satisfied during the period.

The Company has an assured right to receive annuities under the concession agreement dated 05.02.2021 with the NHAI. Under the concession agreement the company has received from NHAI the right, license, authority to construct, operate, manage, and maintain the Delhi Mumbai Expressway (DME) project for construction period of 3 years and operation & maintenance period of 17 years as a concessionaire. We have been provided copies of the concession agreement.

The company has an agreement with its sole shareholder, where it has the right to receive annuity in consideration of the rights transferred to the sole shareholder with respect to the management and operations of the Delhi Mumbai Expressway. The agreement stipulates that the Annuity be paid such as to service the debt service obligations of the company but is silent on determining event when performance obligations are fulfilled for recognition of revenue as per Ind AS 115. The management of the company has decided to recognize the revenue in line with the payments towards the debt service obligations.



Verification of Financial Assets

As per the Implementation Agreement with NHAI dated 5th February 2021, NHAI is responsible for the expenditures related to the projects under construction. Since NHAI is incurring these expenses, the company is effectively financing NHAI for these costs. The total expenditure incurred by the company till 31st March, 2025 is Rs 47,25,945.73 Lakhs.

We have been informed by the management that the expenditure incurred on the project by NHAI is subject to audit by the Comptroller and Auditor General of India (CAG), and the same is being examined by them.

Further, the total amount of expenditure and the corresponding financial asset balance have been confirmed by NHAI and we have relied upon the said confirmation for the purpose of our audit w.r.t. the amount of expenditure incurred and financial asset balance as at 31st March, 2025.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. but does not include the financial statements and our auditor's report thereon. The Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. is expected to be made available to us subsequent to this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.



In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with



them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"** statement on the matters specified in paragraph 3 and 4 of the said Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books, except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g).
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.



(e) Based on the written representations received from the directors and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of sub-section (2) of Section 164 of the Companies Act, 2013. However, it is further clarified that the provisions of Section 164(2) are not applicable to DMEDL, being a Government company, in view of the exemption granted vide Notification No. G.S.R. 463(E) dated 05.06.2015.

(f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).

(g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "B"**.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:

- i. The company does not have any pending litigations which would impact its financial position.
- ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the investor's education and protection fund by the company.
- iv. A).The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 49 to the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"),



with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

B). The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 49 to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

C). Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. According to the information and explanations given to us and on the basis of our examination of the records of the company:

A). The final dividend has not been declared and paid by the Company during the previous year.

B). The interim dividend has not been declared and paid by the Company during the year.

C). The Board of Directors of the Company have not proposed final dividend.

vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for



all relevant transactions recorded in the software. Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year, has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in previous year as explained in Note 50 to the financial statements.

3. In our opinion, and according to the information and explanations provided, the provisions of Section 197 of the Companies Act, 2013 are not applicable to the Company, as no remuneration has been paid to its directors during the year. Additionally, DMEDL, being a Government company, is exempt from the applicability of Section 197 as per Notification No. G.S.R. 463(E) dated 05.06.2015. Accordingly, the question of compliance with Section 197 does not arise.
4. We are enclosing our report in terms of Section 143(5) of the Act, on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, in the **Annexure "C"** on the directions and sub-directions issued by the Comptroller and Auditor General of India.

For **AAAG & CO. LLP**

Chartered Accountants

Firm's Registration No. 004924N



PARTNER

Membership No. :522308

DATE: 06.08.2025

Place: New Delhi

UDIN: 25522308BMJFHQ9418

Annexure "A" to the Auditors' report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Financial Statements for the year ended 31st March 2025, we report that:

- (i) (a) A According to the information and explanations given to us and on the basis of our examination of the records, the company has no Property, Plant and Equipment's. Accordingly, the provisions stated under clause 3(i)(a)(A) of the order are not applicable to the company.
- B) The Company has no intangible assets. Accordingly, the provisions stated under clause 3(i)(a)(B) of the order are not applicable to the company.
- (b) The company has no Property, Plant and Equipment and intangible assets. Accordingly, the provisions stated under clause 3(i)(b) of the order are not applicable to the company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the provisions stated under clause 3(i)(c) of the order are not applicable to the company.
- (d) According to the information and explanation given to us and based on our examination of records, the provisions stated under clause 3(i)(d) of the order are not applicable to the company.
- (e) According to the information and explanation given to us and based on our examination of records, the provisions stated under clause 3(i)(e) of the order are not applicable to the company.

- (ii) (a) According to the information and explanation given to us and based on our examination of records, the company does not own any inventory and therefore the provisions stated under clause 3(ii)(a) of the order are not applicable to the company.



(b) During the year no working capital limit is sanctioned to the company from any bank, financial institution and therefore clause 3(ii)(b) is not applicable.

(iii) The Company has not made any investment and has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Thus, paragraph 3(iii) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans, investments, guarantees and security where Section 185 or 186 is applicable. Thus, paragraph 3(iv) of the Order is not applicable.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposit from the public. Thus, paragraph 3(v) of the Order is not applicable.

(vi) As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Hence comment on maintenance of records is not applicable.

(vii) (a) According to the information and explanation given to us and basis of our verification of records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, duty of Customs, Value added tax, Cess and other statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us and verification performed by us, no undisputed amounts payable in respect of the aforesaid dues were outstanding



as at March 31, 2025 for a period of more than six months from the date of becoming payable.

(b) According to our verification of records and information and explanations given to us, there are no statutory dues referred to in clause 3 (vii)(a) above which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment of the Company. Accordingly, the provision stated under clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) Based on our audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.

(b) Based on the information and explanations obtained by us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender and hence, reporting under clause 3(ix)(b) of the Order is not applicable.

(c) In our opinion and according to the information and explanations provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.

(d) According to the information and explanation given to us and based on our examination of records, funds raised on short- term basis have, *prima facie*, not been used during the year for long-term purposes by the Company. Accordingly, reporting under this clause 3(ix)(d) of the Order is not applicable.

(e) As per records produced and information available to us, the company has no subsidiary, associate company or joint venture during the year. Hence comments on clause 3(ix)(e) for taken loan from such entities & clause 3(ix)(f)



for raising loans on the pledging of securities of such entities are not applicable.

(x) (a) In our opinion and according to the information and the explanations given to us, the Company has not raised any money by way of initial public offer during the year. Hence, reporting under clause 3(x)(a) of the order is not applicable to the company.

(b) The company has made preferential allotment of Rs. 15,100 Lakhs on 30.05.2024 during the year. The requirement of section 42 and 62 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.

(xi) (a) In our opinion and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

(b) According to the information and explanation given to us and based on our examination of records, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) We have been informed that there are no whistle blower complaints received by the Company during the year (and up to the date of this report). Accordingly, the reporting under the clause 3(xi)(c) of the Order is not applicable.

(xii) The said company does not fall under the provisions of Nidhi Company. Thus, paragraph (xii) of the Order is not applicable.



(xiii) As per the records obtained, all transactions with related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and details have been disclosed in the Financial Statements as required by applicable accounting standards.

(xiv) (a) According to the information and explanation given to us and based on our examination of records, in our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports of the company for the period under audit.

(xv) As per the information obtained the company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, the requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) As per the records obtained the, company is not required to be registered under section 45-IA of the Reserve Bank of India and accordingly, the requirements to report under clause 3(xvi) (a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and based on our examination of the records, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.

(c) According to the information and explanations given to us and based on our examination of the records, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly, paragraph 3(xvi)(c) of the Order is not applicable.



(d) According to the information and explanations given to us and based on our examination of the records, there is only one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The company has incurred cash loss of Rs 6,950.43 lakhs during the year under report on account of normal expenses incurred and Rs 95.02 lakhs in immediately preceding financial year. Based on our audit procedures and management representations, we have no material doubt on the Company's ability to continue as a going concern.

(xviii) There is no resignation of the statutory auditor of the company during the year under report, hence comment under this clause is not applicable.

(xix) On the basis of the financial ratios (as disclosed in note 18 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from



the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Based on the records and information provided, the provisions of Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013 are applicable to the company for the financial year 2024-25 as it meets the prescribed criteria. However, since the company has incurred losses in the three immediately preceding financial years, the requirement to spend the prescribed amount is not applicable to the company. Accordingly, the reporting under clauses 3(xx)(a) and 3(xx)(b) is not applicable.

(xxi) The Company does not have any subsidiaries, associates, or joint ventures as on the reporting date and accordingly, the requirements under clause 3(xxi) are not applicable.

For AAAG & CO. LLP

Chartered Accountants

Firm's Registration No. 004924N



(CA. ANKIT GOEL)



PARTNER

Membership No. :522308

DATE: 06.08.2025

Place: New Delhi

UDIN: 25522308BMJFHQ9418

Annexure 'B' to the Auditors' report

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of Companies Act 2013

We have audited the internal financial controls with reference to standalone financial statements of DME Development Limited ("the company") as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over



financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement



Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For AAAG & CO. LLP

Chartered Accountants

Firm's Registration No.004924N


(CA. ANKIT GOEL)



PARTNER

Membership No. :522308

DATE: 06.08.2025

Place: New Delhi

UDIN: 25522308BMJFHQ9418

Annexure C

Referred to in our report of even date to the members of DME Development Limited on the accounts for the period ended 31st March 2025.

S. No.	Directions u/s 143(5) of the Companies Act, 2013	Auditor's reply on action taken on the directions	Impact on Financial Statements
1	Whether the Company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The company is maintaining its accounts through IT system on Tally Prime. The Company has system in place to process all the accounting transactions through IT system. No accounting transaction is done manually outside IT system.	NIL
2	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loan / interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a Government Company, then	There is no case of restructuring of an existing loan. Also, there is no cases of waiver/write off of debts/loan / interest etc. made by a lender to the company due to the company's inability to repay the loan.	NIL



	this direction is also applicable for statutory auditor of Lender Company)		
3	Whether funds (grants/subsidy etc.) received/ receivable for specific schemes from Central/State or its agencies were properly accounted for/utilized as per its terms and conditions? List the cases of deviation.	During the period, no funds were received or receivable for any specific schemes from Central/State agencies.	NIL
4	Compliance, under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 on accounting software/audit trail matters w.e.f. 2024-25 in view of applicability of Rule 3(1) of Companies (Accounts) Rules, 2014 for companies on issue w.e.f. 2024-25, have been reviewed and qualified in the Audit Report, whether applicable.	We confirm that the Company has used an accounting software “Tally Prime” for maintaining its books of account for the year ended 31 st March, 2025 which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year. Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year, has been preserved by the Company as per the statutory requirements for	NIL



		record retention to the extent it was enabled and recorded in previous year as explained in Note 50 to the financial statements.	
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For **AAAG & CO. LLP**

Chartered Accountants

Firm's Registration No.004924N



(CA. ANKIT GOEL)



PARTNER

Membership No. :522308

DATE: 06.08.2025

Place: New Delhi

UDIN: 25522308BMJFHQ9418



Compliance Certificate

We have conducted the audit of annual accounts of **M/s. DME DEVELOPMENT LIMITED** for the year ended 31 March, 2025 in accordance with the directions/sub-directions issued by the C&AG of India under Section 143(5) of the Companies Act, 2013 and certify that we have complied with all the Directions/Sub-directions issued to us.

For **AAAG & CO. LLP**

Chartered Accountants

Firm's Registration No.004924N




(CA. ANKIT GOEL)

PARTNER

Membership No. :522308

Date: 06.08.2025

Place: New Delhi

कार्यालय महानिदेशक लेखापरीक्षा
(अवसंरचना), नई दिल्ली
तृतीय तल, ए-स्कन्ध, इन्द्रप्रस्थ भवन,
इन्द्रप्रस्थ एस्टेट, नई दिल्ली-110002



OFFICE OF THE DIRECTOR GENERAL OF
AUDIT (INFRASTRUCTURE), NEW DELHI
3rd Floor, A-Wing, Indraprastha Bhawan,
I.P. Estate, New Delhi-110002

दिनांक / DATE 11/11/25

सेवा में,

अध्यक्ष

DME Development Limited
जी 5 एवं 6, सेक्टर-10 द्वारका,
नई दिल्ली-110075

विषय:- कम्पनी अधिनियम 2013 की धारा 143 (6) (b) के अंतर्गत 31 मार्च 2025 को समाप्त वर्ष हेतु DME Development Limited, के वार्षिक लेखों पर भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

मैं इस पत्र के साथ 31 मार्च 2025 को समाप्त वर्ष के लिए DME Development Limited, के वार्षिक लेखों पर कम्पनी अधिनियम 2013 की धारा 143 (6) (b) के अंतर्गत भारत के नियंत्रक एवं महालेखापरीक्षक की शून्य टिप्पणियाँ अग्रेषित कर रहा हूँ। इन शून्य टिप्पणियों को कम्पनी की वार्षिक आमसभा में उसी प्रकार रखा जाए जिस प्रकार वैधानिक लेखा परीक्षक की लेखापरीक्षा रिपोर्ट रखी जाती है।

महोदय

प्रमोद कुमार
(प्रमोद कुमार)

अपर उप नियंत्रक एवं महालेखा परीक्षक,
नई दिल्ली (अवसंरचना)

संलग्न: शून्य टिप्पणियाँ

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143 (6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL
STATEMENTS OF DME DEVELOPMENT LIMITED FOR THE YEAR ENDED 31
MARCH 2025**

The preparation of financial statements of DME Development Limited for the year ended 31 March 2025 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under Section 139 (5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143 (10) of the Act. This is stated to have been done by them vide their Revised Audit Report dated 07 October 2025 which supersedes their earlier Audit Report dated 06 August 2025.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of DME Development Limited for the year ended 31 March 2025 under Section 143 (6) (a) of the Act. This supplementary audit has been carried out independently without access to the working paper of the statutory auditor and is limited primarily to inquiries of the statutory auditor and company personnel and a selective examination of some of the accounting records.

On the basis of my supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report under section 143(6)(b) of the Act.

**For and on behalf of the
Comptroller and Auditor General of India**

Place: New Delhi
Dated: 11 November 2025


(Pramod Kumar)
Addl. Deputy Comptroller and Auditor General
(Infrastructure), New Delhi

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone separately)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]			
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)
			Adjusted Figures (audited figures after adjusting for qualifications)
			(Rs. In lakh)
1.	Turnover / Total income	2,21,072.68	2,21,096.78
2.	Total Expenditure	2,28,023.11	3,51,695.51
3.	Net Profit/(Loss) after Tax	(5,143.32)	(96,643.06)
4.	Earnings Per Share	(0.96)	(18.03)
5.	Total Assets	54,28,309.24	53,36,809.50
6.	Total Liabilities	48,95,264.74	48,95,264.74
7.	Net Worth	5,33,044.50	4,41,544.76
8.	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	Audit Qualification (each audit qualification separately):		
	a.	Details of Audit Qualification:	<ol style="list-style-type: none"> 1. Financial assets are not amortized over its useful life in accordance with Ind AS 115 and Ind AS 109. 2. The borrowing cost is not recognized as an expense in accordance with the provision of Appendix of Ind AS 115 and in line with Ind AS 23.
	b.	Type of Audit Qualification: Qualified Opinion	
	c.	Frequency of qualification: Appeared second time	
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: N/A	
	e.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	(i)	Management's estimation on the impact of audit qualification:	<ol style="list-style-type: none"> 1. Financial assets are not amortized over its useful life in accordance with Ind AS 115 and Ind AS 109. <p>Management Reply.</p> <p>The amortization of the financial assets will hit the P&L account by Approximately Rs 3309 Cr., Which will increase the Debt Equity ratio to 22.64:1, which is beyond 9:1. This will result in a breach of conditions of the contract executed with the Lenders and against the approval received from GOI. However, DMEDL has formulated a policy for amortisation of financial assets over its remaining useful life with keeping in mind debt equity ratio below 9:1 and same was also approved by the board through circular no. 05/2025-26 dt. 04/09/2025. Accordingly, the amortization has been started effecting from FY 2025-26.</p>

2. The borrowing cost is not recognized as an expense in accordance with the provision of Appendix of Ind AS 115 and in line with Ind AS 23.
 Management Reply.

The present treatment of interest cost on the borrowing by DME DL is capitalized till the start of annuity (i.e., September 2024) as DME DL is required to maintain Debt-Equity ratio of a maximum 9:1. The interest on borrowings from April 2024 to till the start of annuity was Rs. 1,234.90 Cr., whereas total interest on borrowings made till 31.03.2025 amounts to Rs. 3,513.89 Cr. If the interest on borrowings till the start of annuity was charged to the P&L account; the net loss till 31.03.2025 amounting Rs 965.26 Cr. This will result debt equity ratio to 10.08:1 which is beyond 9:1. Therefore, to comply with the agreement executed with the Lenders, the present treatment of capitalizing the interest till the start of annuity is being followed. (However, after the start annuities i.e., from September 2024 onwards, DMEDL has started charging interest on borrowing cost to the P/L Account.

(ii) If management is unable to estimate the impact, reasons for the same: N/A.

(iii) Auditors' Comments on (i) or (ii) above:

The Auditors are agreeing with the same as mentioned under (i) above and no other comments have been made by us.

III. Signed by



(Gautam Vishal)
CEO



(Ananta Manohar)
Director & CFO



(Rajesh Ranjan)
Audit Committee Chairman

ANKIT GOEL
Digital signature
by ANKIT GOEL
Date: 2025.12.09
12:53:55 +05'30'
 (AAAG & CO, LLP)
 Statutory Auditor

Place: New Delhi
 Date: 09/12/25

Independent Auditor's Certificate on Book Value of Assets of the Company Contained in Columns A to J of "Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of non-Convertible debentures of M/s. DME Development Limited as at and for the year ended March 31, 2025" ("the Statement")

To,

The Board of Directors,
DME Development Limited
G-5 & 6, NHAI Building, Sector-10,
Dwarka, New Delhi -110075.

1. We, AAAG & Co. LLP, Chartered Accountants, the statutory auditor of DME Development Limited ("the Company"), have been requested by the Management of the Company to certify book values of assets of the Company contained in Columns A to J of the Statement, and whether the Company has complied with financial covenants with respect to the listed secured non-convertible debentures issued and outstanding as at March 31, 2025.
2. The Statement is prepared by the Company from the audited books of account and other relevant records and documents maintained by the Company for the year ended March 31, 2025 pursuant to requirements of Circular no. SEBI / HO / MIRSD / MIRSD CRADT/ CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India in terms of regulation 54 read with regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 15(1)(t) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (hereinafter referred together as "the SEBI Regulations"), as amended, for the purpose of the Non-Convertible debentures issued by the Company and outstanding as at March 31, 2025.



Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustees and for complying with all the covenants as prescribed in the terms of Offer Document / Information Memorandum / Debenture Trust Deed.

Auditor's Responsibility

5. Pursuant to the requirements of Circular no. SEBI / HO / MIRSD / MIRSD CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India, our responsibility for the purpose of this certificate is to provide a limited assurance on whether the book values of the assets of the Company contained in Columns A to J of the Statement have been accurately extracted and ascertained from the unaudited books of account of the Company and other relevant records and documents maintained by the Company, and whether the Company has complied with financial covenants of the debentures.

6. A limited assurance engagement involves making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. The procedures performed vary in nature and timing from a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.



7. Accordingly, we have performed the following procedures in relation to the statement:
 - a) Obtained the Statement from the management.
 - b) Verified that the information contained in the Statement have been accurately extracted and ascertained from the audited books of account of the Company as at and for the year ended March 31, 2025 and other relevant records and documents maintained by the Company, in the normal course of its business.
 - c) Verified and examined the arithmetical and clerical accuracy of the information included in the Statement.
 - d) Reviewed the terms of Offer Document / Information Memorandum / Debenture Trust Deed to understand the nature of charge (viz. exclusive charge or pari-passu charge) on assets of the Company.
 - e) Obtained Register of Charges kept by the Company as per the requirements of the Companies Act, 2013 to understand the composition of charges already created on assets of the company.
 - f) Read the terms relating to financial covenants of the debentures and recomputed the financial covenants.
 - g) Performed necessary inquiries with the management and obtained necessary representations.
8. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.



Conclusion

10. Based on the procedures performed as referred to in paragraph 7 above and according to the information and explanations provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the book values of the assets of the Company contained in Columns A to J of the Statement have not been accurately extracted and ascertained from audited books of account of the Company as at and for the year ended March 31, 2025 and other relevant records and documents maintained by the Company and that the Company has not complied with financial covenants of the debentures.

Restriction on use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to the Debenture Trustee and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For AAAG & CO LLP

CHARTERED ACCOUNTANTS

Firm Registration Number: 004924N



(Ankit Goel)

Designated Partner

Membership Number 522308

Place: New Delhi

Date: 15.12.2025

UDIN: 25522308BMJFMS1926



DME DEVELOPMENT LIMITED
Statement of Security Cover and Statement of Compliance Status with Financial Covenants in respect of Non-Convertible Debentures of the company
Coverage Ratio as on 31st March, 2025

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O	(Amount in Lakhs)
Particulars															
Exclusive Charge															
Pari-Pasu Charge															
Assets not offered as security															
Elimination on (amount in negative)															
Total C to H															
Related to only those items covered by this certificate															
Description of Assets for which this certificate relate															
Debt for which this certificate being issued	Debt for which this certificate being issued	Other secured debt	Debt for which this certificate being issued	Assets shared by Pari Pasu debt holder (includes debt for which this is issued & other debt with pari pasu charge)	Other Assets on which there is pari pasu charge (excluding items covered in column F)	Debt Amount considered more than once (due to exclusive plus pari pasu charge)	Market value for Assets charged on Exclusive Basis	Carrying Value/ book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg Bank Balance, DSRA market value is not applicable)	Market Value for Pari Pasu charge Assets	Carrying Value/ book value for Pari-pasu charge assets where market value is not ascertainable or applicable (For Eg Bank Balance, DSRA market value is not applicable)					Total Value (=K+L+M+N)
Book Value	Book Value	Yes/ No	Book Value	Book Value							Relating to Column F				
Assets															
Property, Plant and Equipment															
Capital Work-in-progress															
Other Financial Asset	54,17,647.55														
Right of Use Assets															
Goodwill															
Intangible Assets															
Intangible Assets under development															
Investments															
Loan(Refer No.)															
Trade Receivables (Refer Note-)															
Inventories															
Cash and Cash equivalents	2,996.59														
Bank balance other than cash & cash equivalents															
Others	5,748.29														
Total	54,26,392.43														
Liabilities															
Debt security to which Certificate pertains	17,71,000.00														
Other debt sharing pari-pasu charge with above debt	26,32,916.72														
Other Debt															
Subordinate Debt															
Borrowings	48,392.00														
Bank															
Debt Securities															
Others	17,188.49														
Trade Payables															
Lease Liability															
Provisions															
Others (Refer Note-10)	4,25,767.53														
Total	48,95,264.74														
Cover on Book Value	1.11														
Cover on Market Value	N/A														



DME DEVELOPMENT LIMITED														Amount in crore			
Disclosure of Related Party transaction for the period 01.10.2024 to 31.03.2025														Annex			
														Additional disclosure of related party transaction- applicable only in case the related party transaction related to loans, inter-corporate deposits, advance or investments made or given by the listed entity/subsidiary. These details need to be disclosed only once, during the reporting period when such transaction was undertaken			
S. No	Details of the Party (Listed entity/subsidiary) entering into the transaction		Details of the counter party			Type of related party transaction	Value of the related party transaction as approved by the audit committee	value of the transaction during the reporting period	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the Loans, inter-corporate deposits, advances or investments			
	Name	PAN	Name	PAN	Relationship of the Counterparty with the listed entity or its subsidiary				Opening Balance	Closing Balance	Nature of indebtedness(loan/issuance of debt/any other etc.)	Cost	Tenure	Interest rate(%)	Tenure	Secured/Unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds(end-usage)
1	DME Development Limited	AAHCD9496K	National Highways Authority of India	AAATN1963H	100% Shareholder	Expenditure incurred on behalf of DMEDL	38,003.18	5,497.14	43,500.32	48,997.46							
2	DME Development Limited	AAHCD9496K	National Highways Authority of India	AAATN1963H	100% Shareholder	Reimbursement to NHAI against expenditure incurred on behalf of DMEDL	35,714.00	4,513.00	40,227.00	44,740.00							
3	DME Development Limited	AAHCD9496K	National Highways Authority of India	AAATN1963H	100% Shareholder	EQUITY SHARE ISSUED	5,385.00	-	5,385.00	5,385.00							
4	DME Development Limited	AAHCD9496K	National Highways Authority of India	AAATN1963H	100% Shareholder	Annuity received from NHAI	2,023.13	2,023.13	187.00	2,210.13							
5	DME Development Limited	AAHCD9496K	Prachi Mittal	BDBPM1148J	KMP	Remuneration to CS	0.06	0.06	0.05	0.11							
6	DME Development Limited	AAHCD9496K	Sudha Damodar	AFHPD9768A	Independent Director	Any other transaction	0.05	0.05	0.03	0.08							
7	DME Development Limited	AAHCD9496K	Rajesh Ranjan	ADLPR8450M	Independent Director	Any other transaction	0.05	0.05	0.03	0.07							