



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: sqahmad@nhai.org

Website: dmedl.in

Date: 14.10.2022

To,

National Stock Exchange of India Ltd.

Exchange Plaza

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

Subject: Submission of Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sir/Madam,

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith is the quarterly and half yearly Compliance Report on Corporate Governance in the format prescribed by SEBI – Annexure- I, III and IV for the quarter and half year ended September 30, 2022.

You are requested to take note of the above submission.

Thanking you,

For DME Development Limited

Prachi
Mittal

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by Prachi Mittal
Date: 2022.10.14
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(Prachi Mittal)
Company Secretary

Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity : DME DEVELOPMENT LIMITED
2. Quarter ending : 30.09.2022

I. Composition of Board of Directors												
Titl e (Mr ./ Ms)	Name of the Director	PAN\$& DIN	Category (Chairpers on /Executive / Non- Executive/ independe nt / Nominee) &	Initia l Date of App oint men t	D a t e o f R e - a p p o i n t m e n t	D a t e o f R e c e s s a t i o n	T e n u r e *	Dat e o f Birth	No. Of director ships in listed entities includin g this listed entity [in referen ce to Regula tion 17A(1)]	No of Inde pen dent Dire ctors hip in liste d entiti es inclu ding this liste d entit y [in refer enc e to prov iso to regu l atio n 17A(1)]	Numbe r of membe rships in Audit/ Stakeh old er Commit tee(s) includin g this listed entity (Refer Regulati on26(1) of Listing Regulati ons)	No of post of Chairp erson in Audit/ Stakeh older Commi tee held in listed entities includi ng this listed entity (Refer Regulati on26(1) of Listing Regulati ons)
Mr.	Amit Kumar Ghosh	AIPPG29 57F 0109217 2	Non- Executive/N ominee Director	22.09.2- 020	-	-	-	29.12.1 966	1	NIL	NIL	NIL
Mr.	Syed Qamar Ahmad	ACAPA0 282G 0827553 6	Non- Executive	29.08.2- 020	-	-	-	31.01.1 963	1	NIL	NIL	NIL

Mr.	Shashibhushan Dipnarayan Mandal	AIFPM3753K09428273	Non-Executive/Nominee Director	07.12.2021	-	-	-	01.03.1981	1	NIL	NIL	NIL
Mr.	Manoj Kumar	ABBP9751G08854382	Non-Executive	29.08.2020	-	-	-	18.04.1973	1	NIL	NIL	NIL
Mr.	NRVVMK Rajendra Kumar	ACEPR1072M09494456	Chairman/Nominee Director	16.02.2022	-	-	-	01.04.1970	1	NIL	NIL	NIL
		Whether Regular chairperson appointed- No										
		Whether Chairperson is related to managing director or CEO- NA										
		<p><i>*SPAN of any director would not be displayed on the website of Stock Exchange &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- Yet to be formed						
<i>Name of Committee</i>	Whether Regular chairpers on appointed	Name of Committee member s	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation	
1. Audit Committee	N.A	N.A.	N.A.	N.A.	N.A.	
2. Nomination & Remuneration Committee	N.A.	N.A.	N.A.	N.A.	N.A.	
3. Risk Management Committee(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	
4. Stakeholders Relationship Committee'	N.A	N.A	N.A	N.A	N.A	
<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>						
III. Meeting of Board of Directors						
<i>Date(s) of Meeting (ifany) in the previous quarter</i>	<i>Date(s) of Meeting (ifany) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Director s present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap betweenany two consecutive (innumber of days)</i>	
23.06.2022	01.08.2022	Yes	5	Appointment is	38	

				in process	
-	15.09.2022	Yes	4	Appointment is in process	44
<i>* to be filled in only for the current quarter meetings</i>					
IV. Meetings of Committees – Formation of Committees is under process					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
-	-	-	-	-	-
<i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>					
<i>**to be filled in only for the current quarter meetings</i>					
V. Related Party Transactions					
Subject				Compliance status (Yes/No/NA)	
				<i>refer note below</i>	
Whether prior approval of audit committee obtained				Formation of Committee is under process, approval of Board has been taken	

Whether shareholder approval obtained for material RPT	There is no material RPT
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Formation of committee is under process.
Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 <u>Currently, the composition of the Board is in compliance with the requirements under the Companies Act, 2013. In view of the provisions under SEBI Listing Regulations relating to Board composition which have been made applicable to High Value Debt Listed entities, the Company shall reconstitute its Board soon.</u>	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ul style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (as applicable) <u>Board is in the process for formation of Committees as required above.</u>	
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. <u>Board is in the process for formation of Committees as required above.</u>	
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. <u>The meeting of Board of Directors have been conducted in the manner as specified in SEBI (LODR) Regulations, 2015. There are no committee meetings held.</u>	
5. This report and/or 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 Corporate Governance Report for the quarter ended 30.06.2022 and 30.09.2022 will be placed before the Board of Directors in the upcoming Board Meeting.

Name & Designation

Prachi
Mittal

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by Prachi Mittal
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(Prachi Mittal)

Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	No, Company has applied for extension of AGM with ROC due to non-finalization of accounts by C&AG and exemption has been granted for 3 months i.e. up to 31.12.2022.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Extension of Annual General Meeting granted by ROC
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Extension of Annual General Meeting granted by ROC
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Extension of Annual General Meeting granted by ROC
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Extension of Annual General Meeting granted by ROC
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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
Name & Designation <div>  <div> Digitally signed by Prachi Mittal Date: 2022.10.14 15:22:42 +05'30' </div> </div> (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

Quarter ending – 30.09.2022

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, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	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

KMPs or any other entity controlled 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
KMPs Nil entity controlled by them	Nil	Nil	N.A

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

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..