



DME Development Limited

(A Wholly Owned Entity of NHAI)

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

CIN : U45202DL2020GOI368878

PH : 011-25074100/25074200

Email: prachimittal.dme@nhai.org

Website: www.dmedl.in

Dated: May 30, 2023

**To National Stock Exchange of India Ltd.
Exchange Plaza
Jeevan Vihar Building, 4th Floor, Road Area, 3,
Sansad Marg, Janpath, Connaught Place,
Delhi 110001**

Sir/Madam

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular bearing Ref. No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report issued by M/s. Puneet & Associates, Company Secretaries, for the Financial Year ended on March 31, 2023.

You are requested to take the same on your record.

**Thanking you,
For DME Development Limited**

Prachi Mittal
Digitally signed
by Prachi Mittal
Date:
2023.05.30
10:17:10 +05'30'

**(Prachi Mittal)
Company Secretary
ACS: 40236**



SECRETARIAL COMPLIANCE REPORT

OF

DME DEVELOPMENT LIMITED

for the financial year ended on March 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **DME Development Limited** (hereinafter referred as '**the listed entity**'), having its Registered Office at G-5 & 6, Sector-10, Dwarka Delhi – 110075. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity;
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **were not applicable during the review period**;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **were not applicable during the review period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **were not applicable during the review period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (j) The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **were not applicable during the review period;**
- (k) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of Directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	No	The few policies have been adopted by the listed entity and the rest of other applicable policies are being after the closure of review period.
3.	Maintenance and disclosures on Website:	Yes	-



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	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	<p style="text-align: center;">Yes</p> <p style="text-align: center;">Yes</p>	<p style="text-align: center;">-</p> <p style="text-align: center;">-</p>
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	<p style="text-align: center;">N.A.</p> <p style="text-align: center;">N.A.</p>	<p style="text-align: center;">-</p> <p style="text-align: center;">-</p>
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	No	Since the Company didn't have the audit committee during the review period the performance of the Board etc. was evaluated by the Board only.

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	regulation/ circular/ guidance note etc.		149(1) of the Companies Act, 2013, from the office of Registrar of Companies, NCT of Delhi & Haryana for non-appointment of Women Director. The Company has filed appeal against the Order of Registrar of Companies to the Hon'ble Regional Director
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*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



(a) () The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:**

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	In pursuance of SEBI (LODR) Regulations, 2015 the listed entity shall prepare and submit un-audited or audited quarterly and year to date standalone financial results on a quarterly basis within forty- five days from the end of the quarter, other than last quarter, to the recognised stock exchange(s) : Provided that for the last quarter of the financial year, the listed entity shall submit un-audited or audited quarterly and year to date standalone financial results within sixty	52 (1)/(2)	Delay in submission	NSE of India Ltd.	Imposed penalty for delay in submission	Non-compliance of Regulation 52(1)/(2) regarding delay in submission of accounts and report of the statutory auditor	<ul style="list-style-type: none"> Rs. 3,15,000 vide notice dated 19.08.2022 Rs. 5,000 vide notice dated 14.09.2022 	Delay of 63 & 29 days respectively in submission	The board discussed the same and affirms that non-compliance of the provision is not intentional on the part of the Company and it was circumstantial and extra precaution shall be taken in future to comply the same.	<p>Company has filed a waiver application against the Notice with a fine of:</p> <ul style="list-style-type: none"> Rs. 3,15,000 vide notice dated 19.08.2022 Rs. 5,000 vide notice dated 14.09.2022 <p>levied by the stock exchange for delay in submission and response from the Stock Exchange is awaited.</p>



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	days from the end of the quarter to the recognised stock exchange(s) . Also the Un-audited financial results on quarterly basis shall be accompanied by limited review report prepared by the statutory auditors of the listed entity and Provided that in case of issuers whose accounts are audited by the Comptroller and Auditor General of India, the report shall be provided by any practising Chartered Accountant									
2.	In pursuance of SEBI (LODR) Regulations, 2015 the listed entity, while submitting quarterly and annual financial results, shall disclose various line items as prescribed under sub-regulation (4) of Regulation 52 along	52 (4)	Delay in submission	NSE of India Ltd.	Imposed penalty for delay in submission	Non-compliance of Regulation 52(4) regarding delay in submission of various line items/ratios as prescribed under sub-regulation (4) of Regulation 52	<ul style="list-style-type: none">Rs. 63,000/- vide notice dated 19.08.2022Rs. 29,000/- vide notice dated 14.09.2022	Delay of 63 & 29 days respectively in submission	The board discussed the same and affirms that non-compliance of the provision is not intentional on the part of the Company and it was circumstantial and extra precaution shall be taken in future to comply the same.	Company has filed a waiver application against the Notice with a fine of: <ul style="list-style-type: none">Rs. 63,000/- vide notice dated 19.08.2022Rs. 29,000/- vide notice dated 14.09.2022

Stamp: PUNEET & ASSOCIATES
CPA No. 10597
NEW DELHI

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	with the financial results									levied by the stock exchange for delay in submission and response from the Stock Exchange is awaited.
3.	In pursuance of SEBI (LODR) Regulations, 2015 the listed entity shall disclose to the stock exchange in quarterly, half-yearly, year-to-date and annual financial statements, as applicable, the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities. The listed entity shall disclose the security cover available in case of non-convertible debt securities along with its financial results in the format as specified by the Board.	54 (2)/(3)	Delay in submission	NSE of India Ltd.	Imposed penalty for delay in submission	Non-compliance of Regulation 54(2)/(3) regarding delay in submission of statement as prescribed under sub-regulations (2)/(3) of Regulation 54	<ul style="list-style-type: none"> Rs. 63,000/- vide notice dated 19.08.2022 Rs. 29,000/- vide notice dated 14.09.2022 	Delay of 63 & 29 days respectively in submission	The board discussed the same and affirms that non-compliance of the provision is not intentional on the part of the Company and it was circumstantial and extra precaution shall be taken in future to comply the same.	<p>Company has filed a waiver application against the Notice with a fine of:</p> <ul style="list-style-type: none"> Rs. 63,000/- vide notice dated 19.08.2022 Rs. 29,000/- vide notice dated 14.09.2022 <p>levied by the stock exchange for delay in submission and response from the Stock Exchange is awaited.</p>
4.	In pursuance of SEBI (LODR) Regulations,	52(7)/(7A)	Delay in submission	NSE of India Ltd.	Imposed penalty for delay	Non-compliance of Regulation 52(7)/(7A)	<ul style="list-style-type: none"> Rs. 63,000/- vide notice dated 27.09.2022 	Delay of 63 days in submission	The board discussed the same and affirms that non-	Company has filed a waiver application against



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	2015 The listed entity shall submit to the stock exchange utilisation of the issue proceeds of non-convertible securities and statement disclosing material deviation(s) (if any) in the use of issue proceeds of non-convertible securities from the objects of the issue				in submission	regarding delay in submission of statement as prescribed under sub-regulations (7)/(7A) of Regulation 52			compliance of the provision is not intentional on the part of the Company and it was circumstantial and extra precaution shall be taken in future to comply the same.	the Notice with a fine of: • Rs. 63,000/- vide notice dated 27.09.2022 levied by the stock exchange for delay in submission and response from the Stock Exchange is awaited.
5.	In pursuance of SEBI (LODR) Regulations, 2015 the listed entity shall within five working days prior to the beginning of the quarter provide details for all the non-convertible securities for which interest/dividend/principal obligations shall be payable during the quarter	57(4)	Delay in submission	NSE of India Ltd.	Imposed penalty for delay in submission	Non-compliance of Regulation 57(4) regarding delay in submission of details as prescribed under Regulation 57(4)	• Rs. 10,000/- vide notice dated 27.09.2022	Delay in submission and penalty has been levied per ISIN (10)	The board discussed the same and affirms that non-compliance of the provision is not intentional on the part of the Company and it was circumstantial and extra precaution shall be taken in future to comply the same.	Company has filed a waiver application against the Notice with a fine of: • Rs. 10,000/- vide notice dated 27.09.2022 levied by the stock exchange for delay in submission and response from the Stock Exchange is awaited.
6.	In pursuance of SEBI (LODR) Regulations, 2015 the listed entity shall give notice in advance of at least	60(2)	Delay in submission	NSE of India Ltd.	Imposed penalty for delay in submission	Non-compliance of Regulation 60(2) regarding delay in intimation of record date for payment of interest	• Rs. 1,00,000/- vide notice dated 27.09.2022 • Rs. 1,00,000/- vide notice dated 31.10.2022	Delay in submission and penalty has been levied per ISIN (10)	The board discussed the same and affirms that non-compliance of the provision is not intentional on the part of the Company	Company has filed a waiver application against the Notice with a fine of: • Rs. 1,00,000/-



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seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date									Company and it was circumstantial and extra precaution shall be taken in future to comply the same.	vide notice dated 27.09.2022 Rs. 1,00,000/- vide notice dated 31.10.2022 levied by the stock exchange for delay in submission and response from the Stock Exchange is awaited.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by the Company, if any	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

For **PUNEET AND ASSOCIATES**
Company Secretaries



PUNEET
(Proprietor)
FCS No. 9056; COP. No. – 10597
Peer Review Cert. No. 1525/2021
UDIN: F009056E000400491

Place: New Delhi
Date: 27th May, 2023