



**DILIP BUILDCON LIMITED**  
INFRASTRUCTURE & BEYOND

**Date: 08.11.2023**

To  
BSE Limited  
Listing Department  
P.J Tower, Dalal Street  
Mumbai – 400001

Stock Symbol -540047

To  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051

Stock Symbol –DBL

**Sub: Notice of the 1<sup>st</sup> Extraordinary General Meeting (EGM) for the FY 2023-24 of the Company to be held on 30th November, 2023**

Dear Sir/Madam,

This is to inform you that in compliance with relevant circulars issued by Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 1<sup>st</sup> Extraordinary General Meeting (EGM) for the FY 2023-24 of the Company is scheduled to be held on Thursday, 30th November, 2023, at 11.00 A.M. through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM'). The Copy of the Notice of EGM is enclosed herewith for your perusal.

The Notice of EGM has been dispatched electronically to the members whose email ids are registered with the Company/Depositories/Registrar & Transfer Agent i.e., Link Intime India Private Limited.

The EGM Notice is also being made available on the website of the Company at [www.dilipbuildcon.com](http://www.dilipbuildcon.com)

We kindly request you to take the said information on your records.

Thanking you

**For Dilip Buildcon Limited**

**Abhishek Shrivastava**  
**Company Secretary**  
**Encl A.A**



CIN No. L45201MP2006PLC018689

**Regd. Office :**

Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal - 462 016 (M.P.)  
Ph. : 0755-4029999, Fax : 0755-4029998

E-mail : [db@dilipbuildcon.co.in](mailto:db@dilipbuildcon.co.in), Website : [www.dilipbuildcon.com](http://www.dilipbuildcon.com)

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting** (1/2023-24) (“EGM”) of the Members of **Dilip Buildcon Limited** (“the Company”) will be held on **Thursday, November 30, 2023 at 11.00 AM** through Video Conference (**'VC'**) or Other Audio - Visual Means (**'OAVM'**), to transact the following businesses. The venue of the EGM shall deemed to be the Registered Office of the Company situated at Regd. Office: Plot No. 5, Inside Govind Narayan Singh Gate, Chuna Bhatti, Kolar Road, Bhopal-462016 (M.P.) :-

### SPECIAL BUSINESSES:

#### ITEM NO. 1: ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and other applicable provisions including any statutory modifications or re- enactment thereof for the time being in force, and subject to necessary approvals, consents, permission and sanction required, if any, by the Registrar of Companies, and /or any other appropriate authority, the consent of the members of the Company be and is hereby accorded for to amend the existing Articles of Association of the Company in the following manner:-

#### **To insert the following clauses after the clause 5 of Articles of Association of the Company: -**

**5.A** Subject to the provisions of the SEBI (Disclosure and Investors Protection) Guidelines as may be applicable from time to time and with the consent of the Members of the Company at a General Meeting by way of Special Resolution, the Board of Directors of the Company or a Committee thereof duly authorised by the Board of Directors, may issue and allot Warrants convertible into the Equity Shares on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, bodies corporate, banks, financial institutions, OCBs, NRIs or such other persons from time to time with or without receipt of the upfront amount as may be prescribed from time to time on the face value of the Warrants, as it may deem fit. Board of Directors of the Company shall be authorized to make provisions as to the allotment and issue of Warrants and in particular may determine to whom the same shall be offered whether at par or at premium subject to the provisions of the Companies Act. 2013 and all the applicable provisions of the SEBI Guidelines and other applicable provisions if any from time to time.

**5.B** The Company may by special resolution authorize the Board to convert warrants into the equity shares at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the guidelines issue by the SEBI, Stock Exchange, Central Govt. or other authorities either on single tranche or in one or more tranches or otherwise as per the discretion of the Board.

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**5.C** The Board may from time to time subject to the terms on which any warrants convertible into equity shares may have been issued make all upon the warrants holders in respect of the balance amount unpaid on the warrants held by them respectively at the time of providing option for conversion of warrants into the equity shares of the Company and shall be payable at such fixed times by the warrant holder who shall pay the amount of the call made on them at time and places appointed by the Board. In case of failure to exercise the option and make payment thereof, the amount so deposited at the time of allotment of warrant shall be forfeited by the Board."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies."

**ITEM NO. 2: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE CERTAIN NON-QUALIFIED INSTITUTIONAL BUYERS UNDER NON-PROMOTER CATEGORY FOR CASH.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**"), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "**SAST Regulations**"), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "**PIT Regulations**"), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") where the shares of the Company are listed (hereinafter jointly referred to as the "**Stock Exchanges**") and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the "**FEMA**") and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the Memorandum and Articles of Association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the



Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to issue and allot 1,62,46,108 (One Crores Sixty Two Lakhs Forty Six Thousand One Hundred Eight Only) convertible warrants (“**Warrants**”) and each Warrants are convertible in to one equity shares of face value of Rs. 10/- each fully paid-up (“**Equity Share**”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to Non-Qualified Institutional Buyers belong to Non-Promoter Category (“**Non-QIB Allottees**”) on preferential issue basis at a Price of Rs. 328.05/- (Rupees Three Hundred Twenty-Eight and Five Paise) per Warrant (including a premium of Rs. 318.05/- (Rupees Three Hundred Eighteen and Five Paise) (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) of the ICDR Regulations) at an aggregate consideration of Rs. 5,32,95,35,729.40 (Rupees Five Hundred Thirty-Two Crore Ninety-Five Lakhs Thirty-Five Thousand Seven Hundred Twenty-Nine and Forty Paise) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 (1) for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No.	Name of Proposed Non-QIB Allottees	Category	Proposed No. of Warrants to be issued
1.	Alpha Alternatives Financial Services Private Limited	Non-Promoter	16,24,611
2.	Helium Services LLP	Non-Promoter	1,13,72,276
3.	Quanterra Strategies LLP	Non-Promoter	25,99,377
4.	Spectrum Edge LLP	Non-Promoter	6,49,844
	<b>Total</b>		1,62,46,108

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Tuesday, October 31, 2023, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Thursday, November 30, 2023;

**RESOLVED FURTHER THAT** the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.



- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the conversion of Warrant(s) into equity shares.
- iii. In the event that, Warrant holder(s) does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked- in as prescribed under the ICDR Regulations from time to time.

**RESOLVED FURTHER THAT** subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may require to be allotted upon conversion/exercise of right attached to the Warrants issued in terms of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription, listing and trading of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, RBI, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, monitoring agency and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give



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effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

By Order of the Board of Directors  
**Dilip Buildcon Limited**

**Place :** Bhopal  
**Date :** November 07, 2023

Regd. Office:  
Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal-462016 (M.P.)  
Ph.:0755-4029999, Fax: 0755-4029998  
CIN: L45201MP2006PLC018689

**Sd/-**  
**Abhishek Shrivastava**  
**Company Secretary**

Email: [db@dilipbuildcon.co.in](mailto:db@dilipbuildcon.co.in)  
Website: [www.dilipbuildcon.com](http://www.dilipbuildcon.com)



## Notes

1. A statement pursuant to Section 102(1) of the Companies Act, setting out the material facts in respect Item No. 1 and 2 relating to the Special Businesses to be transacted at the EGM is annexed hereto.
2. In continuation of previous circulars issued by the Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI) to conduct EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM), MCA vide its circular bearing No. Policy-17/57/2021-CL-MCA dated September 25, 2023 and SEBI through its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 has allowed conducting AGM/EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting till September 30, 2024. In accordance with the MCA Circulars, provisions of the Companies Act, the EGM of the Company is being held through VC / OAVM. The Link Intime India Private Limited ('LI IPL') will be providing facilities in respect of:
  - (a) voting through remote E-voting;
  - (b) participation in the EGM through VC/OAVM facility;
  - (c) E-voting during the EGM.
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, A MEMBER IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE EGM IS BEING HELD PURSUANT TO MCA CIRCULARS THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXY (IES) BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. Participations of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
5. Members of the Company under Institutional / Corporate Members are encouraged to attend and vote at the EGM through VC. Institutional / Corporate participant Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, at [investor@dilipbuildcon.co.in](mailto:investor@dilipbuildcon.co.in).
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of this EGM along with the Explanatory Statements is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website [www.dilipbuildcon.com](http://www.dilipbuildcon.com) website of BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and on the website of Company's Registrar and Transfer Agent, Link Intime India Private Limited ('LI IPL') at [www.linkintime.co.in](http://www.linkintime.co.in).



7. Members who wish to inspect the documents, as mentioned in the Notice of the EGM or as required under the law, may write to the Company at [investor@dilipbuildcon.co.in](mailto:investor@dilipbuildcon.co.in). and the Company shall endeavor to provide inspection of documents by such Member. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on [investor@dilipbuildcon.co.in](mailto:investor@dilipbuildcon.co.in).
8. For receiving all communication from the Company electronically:
  - a. In case Shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [investor@dilipbuildcon.co.in](mailto:investor@dilipbuildcon.co.in) or to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - b. Members holding Shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.

#### **PROCEDURE FOR REMOTE E-VOTING:**

9. In compliance with the provisions of Section 108 of the Companies Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Circular of SEBI on E-voting facility provided by Listed Entities dated December 9, 2020, given by MCA and Regulation 44 of the Listing Regulations, the Company is pleased to provide their Members with facility to exercise their right to vote on Resolutions proposed to be considered at the EGM by electronic means and the businesses may be transacted through E-voting Services. The facility of casting the votes by the Members using an electronic voting system during the EGM will be provided by LI IPL.
  - a. The Members who have cast their vote by remote E-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
  - b. The remote E-voting period commences on Monday, November 27, 2023 **(9:00 Hours IST)** and ends on Wednesday, November 29, 2023 **(17:00 Hours IST)**. During this period, Members of the Company holding Shares either in physical form or in dematerialised form, as on the **cut-off date** of Thursday, November 23, 2023, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.

#### **Remote e-voting Instructions for Shareholders are as follows:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

#### **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDEAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-





Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
    1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
    2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
    3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
    4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
  3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will



be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.



3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail*



address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).



### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on [investor@dilipbuildcon.co.in](mailto:investor@dilipbuildcon.co.in). created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.



Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### **GENERAL INFORMATION:**

10. The voting rights shall be as per the number of Equity Shares held by the Member(s) as on Thursday, November 23, 2023 being the **cut-off date**. Members are eligible to cast vote electronically only if they are holding Shares as on that date.
11. Your Board has appointed Mr. Piyush Bindal & Associates, Practicing Company Secretary (C.P. No.: 7442), to act as the Scrutiniser, to scrutinise the entire E-voting process in a fair and transparent manner. The Members desiring to vote through remote E-voting are requested to refer to the detailed procedure given above.
12. The Scrutiniser shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The **"EVENT NO."** for the Company is **230650**

The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.dilipbuildcon.com](http://www.dilipbuildcon.com) and also on the website of LIPL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

#### **OTHER INFORMATION:**

14. SEBI has mandated that Securities of Listed Companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/LIPL has stopped accepting any fresh lodgement of transfer of Shares in physical form. Members holding Shares in physical form are advised to avail of the facility of dematerialisation.
15. Members are requested:
  - I. Write to the Company through email at [investor@dilipbuildcon.co.in](mailto:investor@dilipbuildcon.co.in), at least 7 days before the date of the Meeting, in case they desire any information pursuant to this Notice.
  - II. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address.



- III. Members holding Shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding Shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding Shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants and not to the Company's RTA.

For Shares held in physical form, to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to the SEBI Circular Nos. SEBI/HO/ MIRSD/MIRSD\_RTAMB/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023. All the prescribed forms can be downloaded from the Company's website at [www.dilipbuildcon.com](http://www.dilipbuildcon.com) under the category of Formats of KYC. The Company has sent communication to the Members holding Shares in physical form requesting them to furnish the required details.

In terms of the above SEBI Circular, the folios wherein certain details like PAN, nomination, mobile number, mail address, specimen signature, and Bank details are not available, are required to be frozen with effect from October 1, 2023. Accordingly, Members who have not yet submitted the said details are requested to kindly provide the same to the Company/RTA at the earliest but not later than September 30, 2023, failing which their folios shall be frozen.

- IV. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
- V. Approach the R&TA of the Company for consolidation of folios.
- VI. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Act, and forward the same to the R&TA, if not done. (Applicable for those holding Shares in physical form).
- VII. Send all Share transmission/ Transpositions/ Consolidation/ Duplication/ Name Deletion/ Replacement/ lodgments (physical mode) / correspondence to the R&TA of the Company, Link Intime India Private Limited, upto the date of Book Closure.
- VIII. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company or the Company's RTA.
- IX. Pursuant to Section 101 of the Act, read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding Shares in physical form and have not registered their e-mail address can now register the same by clicking the link: [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > E-mail/Bank detail Registration fill in the details, upload the required documents and submit.



DILIP BUILDCON LIMITED  
INFRASTRUCTURE & BEYOND

Members holding Shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

By Order of the Board of Directors  
**Dilip Buildcon Limited**

**Sd/-**

**Abhishek Shrivastava**  
**Company Secretary**

**Place :** Bhopal

**Date :** November 07, 2023

**Registered Office:**

Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal-462016 (M.P.)  
CIN: L45201MP2006PLC018689

Website: [www.dilipbuildcon.com](http://www.dilipbuildcon.com)

Email: [investor@dilipbuildcon.co.in](mailto:investor@dilipbuildcon.co.in).





## EXPLANATORY STATEMENTS

**The statement of Material Facts pursuant to Section 102 (1) of the Companies Act, 2013 (“Act”) relating to businesses mentioned under Item no. 1 and 2 of the accompanying Notice.**

### IN RESPECT OF ITEM NO. 1

“The Board of Directors in their meeting held on Tuesday, November 07, 2023 had approved to raise the funds by way of issuance of Convertible Warrants on the preferential basis.

The existing Articles of Association of the company did not contain specific clauses related to issuance of Warrants. Therefore, in light of the board resolution passed as stated above, certain provisions related to the issuance of Warrants have to be incorporated into the Articles of Association of the Company.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of section 14 of the Companies Act, 2013 of the Act read with applicable rules thereto and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed alteration is in the best interest of the Company and its Members has approved and recommended the amendment in the Article of Association of the Company as set out in item no. 01 of the notice in their meeting held on Tuesday, November 07, 2023, subject to the approval of members of the Company by way of special resolution:”.

The Board recommends the Special Resolution set out at Item No 01 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to their shareholding in the Company.

A copy of the proposed amended Articles of Association (AOA) is available for inspection in physical mode by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the date of General Meeting i.e. Thursday, November 30, 2023.

### IN RESPECT OF ITEM NO. 2

The Board of Directors in its meeting held on Tuesday, November 07, 2023 had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 1,62,46,108 (One Crores Sixty-Two Lakhs Forty-Six Thousand One Hundred Eight Only) Convertible Warrants for cash on preferential basis at a Price of Rs. 328.05/- (Rupees Three Hundred Twenty-Eight and Five Paise) per Warrant (including a premium of Rs. 318.05/- (Rupees Three Hundred Eighteen and Five Paise) at an aggregate consideration of Rs. 5,32,95,35,729.40 (Rupees Five Hundred Thirty-Two Crore Ninety-Five Lakhs Thirty-Five Thousand Seven Hundred Twenty-Nine and Forty Paise) to the certain Non-Qualified Institutional Buyers (“Non-QIB Allottees”) under Non-Promoter (Public) Category.



The Equity Shares to be allotted on exercise of option by Warrant holders pursuant to the above Resolution shall rank pari- passu in all respects including dividend with the existing Equity Shares of the Company.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of Special Resolution in terms of Section 23, 42 and 62 of the Companies Act, 2013 read with Rules framed thereunder (the “Companies Act”) further read with provisions of Chapter V - “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:



**A. The objects of the preferential issue:**

The Company shall utilize at least 75% of the net proceeds from the Preferential Issue (i.e. total proceeds from Non-QIB Allottees after adjustment of expenses related to the Preferential Issue, if any) ("Net Proceeds") towards i) upto Rs. 100.00 Crores towards repayment of working Capital Loan (Working Capital Demand Loan and/or Cash Credit ) availed by the company from the Punjab Nation Bank ii) upto Rs. 60.00 Crores towards repayment of working capital loan (Working Capital Demand Loan and/or Cash Credit ) availed by the company from the Bank of India iii) upto Rs. 45.00 Crores towards repayment of working capital loan (Working Capital Demand Loan and/or Cash Credit ) availed by the company from the Indian Bank iv) upto Rs. 50.00 Crores towards repayment of working capital loan (Working Capital Demand Loan and/or Cash Credit ) availed by the company from the Central Bank v) upto Rs. 51.00 Crores towards repayment of working capital loan (Working Capital Demand Loan and/or Cash Credit ) availed by the company from the Union Bank of India vi) upto Rs. 44.00 Crores towards repayment of working capital loan (Working Capital Demand Loan and/or Cash Credit ) availed by the company from the Karnataka Bank vii) upto Rs. 25.00 Crores towards Repayment of working capital loan (Working Capital Demand Loan and/or Cash Credit ) availed by the company from the Jammu & Kashmir Bank viii) upto Rs. 25.00 Crores towards repayment of working capital loan (Working Capital Demand Loan and/or Cash Credit ) availed by the company from the IDBI Bank

The amount stated for the objects above shall not be added to the general corporate purposes (GCP), which shall not exceed Rs. 133 Crores i.e 24.95% of the Net Proceeds from the Preferential Issue and which may be utilized for, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, investment in subsidiaries/ joint[D1] ventures/associates of the Company, as applicable in such a manner and proportion as may be decided by the Board from time to time and/or any other general purposes as may be permissible under applicable laws.

The Net Proceeds shall be utilised in the manner as specified above, on or before end of December 31, 2025.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213- 47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.



**B. The total number of shares or other securities to be issued:**

The Board of Directors, in their meeting held on Tuesday, November 07, 2023 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 1,62,46,108 (One Crores Sixty Two Lakhs Forty Six Thousand One Hundred Eight Only) Convertible Warrants to persons belonging to certain Non-QIB Allottees, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 328.05/- (Rupees Three Hundred Twenty-Eight and Five Paise) per Warrant (including a premium of Rs. 318.05/- (Rupees Three Hundred Eighteen and Five Paise) per Warrant each payable in cash, aggregating up to Rs. 5,32,95,35,729.40 (Rupees Five Hundred Thirty-Two Crore Ninety-Five Lakhs Thirty-Five Thousand Seven Hundred Twenty-Nine and Forty Paise) such price being not less than the minimum price Rs. 328.05/- (Rupees Three Hundred Twenty-Eight and Five Paise) (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

**C. The price or price band at / within which the allotment is proposed:**

The Convertible Warrants are proposed to be issued to the Non-QIB Allottees at an issue price of Rs. 328.05/- (Rupees Three Hundred Twenty-Eight and Five Paise) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

**D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:**

The issue of warrants on preferential basis to the Non-QIB Allottees will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with Regulation 164 (1) of Chapter V of ICDR Regulations.

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to any of the Non-QIB Allottees, the issue price of Rs. 328.05/- (Rupees Three Hundred Twenty-Eight and Five Paise) per Warrant has been fixed taking into account the valuation report dated November 07, 2023, issued by **Mr. Ishan Jain**, a Company Secretary (RV Regd. No. **IBBI/RV/03/2019/11503**), having office at 4<sup>th</sup> Floor, Silver Ark Plaza, 20/1, New Palasia, Indore (M.P.)-452001, certified the floor price of Rs. 328.05/- (Rupees Three Hundred Twenty-Eight and Five Paise) in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link [https://content.dionglobal.in/DilipBuildcon/pdf/Valuation%20Report%20Dated\\_07-11-2023.pdf](https://content.dionglobal.in/DilipBuildcon/pdf/Valuation%20Report%20Dated_07-11-2023.pdf)

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations.

For the purpose of computation of the price per Equity Share, The National Stock Exchange has been considered the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the



relevant date has been considered. The price at which Equity Shares shall be allotted shall not be less than higher of the following

- (a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 307.94/- (Rounded off to Next) (Rupees Three Hundred Seven and Ninety-Four Paise) per Equity Share;
- (b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 328.05/- (Rounded off to Next) (Rupees Three Hundred Twenty Eight and Five Paise) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is Rs. 328.05/- (Rupees Three Hundred Twenty Eight and Five Paise) per Equity Share, being higher of the above two prices.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

The issue price is Rs. 328.05/- (Rupees Three Hundred Twenty-Eight and Five Paise) per Convertible Warrants the said issue price is not less than the floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**E. Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Tuesday, October 31, 2023 (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e., Thursday, November 30, 2023.

**F. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Proposed Allottees belonging to Non-Promoter Category as detailed in point “**I**” below.

**G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:**

None of the Directors, Promoters and Key Managerial Personnel intends to subscribe to the Preferential Issue of Convertible Warrants.

**H. Proposed time within which the allotment shall be completed:**

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15



(fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges, or other concerned authorities.

**I. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:**

The Company proposes to issue Convertible Warrants by way of preferential issue to the Non-QIB Allottees for cash as per the details given herein below:

Sr. No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre Preferential Issue		Preferential Issue of Warrants (Present Issue)	Post Preferential Issue	
				No of Shares held	% of Holding		No of shares held and shares issued through this notice(*)	% of Holding(*)
1.	Alpha Alternatives Financial Services Private Limited	NA	Non-Promoter	0	0	16,24,611	16,24,611	1.00%
2.	Helium Services LLP	NA	Non-Promoter	0	0	1,13,72,276	1,13,72,276	7.00%
3	Quanterra Strategies LLP	NA	Non-Promoter	0	0	25,99,377	25,99,377	1.60%
4	Spectrum Edge LLP	NA	Non-Promoter	0	0	6,49,884	6,49,844	0.40%
	<b>Total</b>					<b>1,62,46,108</b>	<b>1,62,46,108</b>	10.00%

(\*) Assuming full conversion of Warrants into Equity shares issued through this Notice.

**J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:**

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as **Annexure A** to the Notice.

**K. Change in control, if any, in the company that would occur consequent to the preferential issue:**

The existing Promoters of the Company will continue to control the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.



**L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

No allotment of shares or securities were made by the Company on preferential basis or otherwise during the previous year 2022-23 or calendar year 2023 as well as financial year 2023-24 till date. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Companies Act and Rules made thereunder.

**M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

**N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:**

The current status of the Non-QIB Allottees is non-Promoter and after the proposed allotment also the status will remain same and there will be no change in the status of the Allottee.

**O. Lock-in Period:**

The Warrants and Equity Shares arising out of conversion of Warrants shall be subject to a Lockin for such period as specified under Regulation of the ICDR Regulations.

**P. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

**Q. Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from Mr. Piyush Bindal & Associates, Practicing Company Secretaries having (CP No: 7442 and FCS: 6749) certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company [www.dilipbuildcon.com](http://www.dilipbuildcon.com) to facilitate online inspection of relevant documents until the end of EGM.

**R. Material terms of the proposed Preferential Issue of the Warrants:**

The material terms of the proposed preferential issue of the Warrants are stipulated in the Special Resolution as set out at Item No. 2 of this Notice.

**S. Disclosure pertaining to willful defaulters and fugitive economic offender:**

Neither the Company or Promoters or Directors nor the allottees are willful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.



None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

**T. Other Disclosures:**

1. The Equity Shares arising out of conversion of Warrants into Equity Shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company including dividend.
2. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
3. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

**Place :** Bhopal

**Date :** November 07, 2023

By Order of the Board of Directors  
**Dilip Buildcon Limited**

**Registered Office:**

Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal-462016 (M.P.)  
CIN: L45201MP2006PLC018689

**Sd/-**  
**Abhishek Shrivastava**  
**Company Secretary**

Website: [www.dilipbuildcon.com](http://www.dilipbuildcon.com)  
Email: [investor@dilipbuildcon.co.in](mailto:investor@dilipbuildcon.co.in).





**Annexure A**

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants:

Sr. No.	Category of Shareholders	Pre-Preferential Shareholding Pattern		Preferential Issue	Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	% of Holding	Convertible warrants to be allotted	No. of Equity Shares	% of Holding (*)
<b>A</b>	<b>Promoter and Promoter Group</b>					
<b>1</b>	<b>Indian</b>					
a	Individuals/Hindu undivided Family	10,25,71,265	70.15	-	10,25,71,265	63.14
b	Body Corporate/Trust	103	0.00	-	103	0
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>10,25,71,368</b>	<b>70.15</b>	-	<b>10,25,71,368</b>	<b>63.14</b>
<b>B</b>	<b>Public Shareholder</b>					
<b>1.</b>	<b>Institutions (B1)</b>					
a	Domestic	13248505	9.06		13248505	8.15
b	Foreign	3930886	2.69		3930886	2.42
	<b>Sub-Total (B1)</b>	<b>17179391</b>	<b>11.75</b>		<b>17179391</b>	<b>10.57</b>
<b>2.</b>	<b>Non-institutions (B2)</b>					
a	Individuals	21363376	14.61		21363376	13.15
b	NRI	884288	0.60		884288	0.54
c	Bodies coporate	2096021	1.43		3720632	2.29
d	Clearing Member	1799	0.00		1799	0.00
e	HUF	700954	0.48		700954	0.43
f	Trusts	100	0.00		100	0.00
g	LLP	1417674	0.97		16039171	9.87
	<b>Sub-Total (B2)</b>	<b>26464212</b>	<b>18.10</b>		<b>42710320</b>	<b>26.29</b>
	<b>Total Public Shareholding (B)= (B1)+(B2)</b>	<b>43643603</b>	<b>29.85</b>		<b>59889711</b>	<b>36.86</b>
	<b>Total shareholding (A+B)</b>	<b>146214971</b>	<b>100</b>		<b>162461079</b>	<b>100</b>

(\*) Assuming full conversion of Warrants into Equity shares issued through this Notice and No change in shareholding.