



**DILIP BUILDCON LIMITED**  
INFRASTRUCTURE & BEYOND

**Date: November 14, 2018**

To  
**BSE Limited**  
Listing Department  
P.J Tower, Dalal Street  
Mumbai 400 001

**Stock Symbol - 540047**

To,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G  
BandraKurla Complex,  
Bandra (E), Mumbai - 400 051

**Stock Symbol - DBL**

**Sub : Disclosure of Voting Result of Postal Ballot (including voting by electronic means) as per the requirements of Regulation 44 (3) of the SEBI (Listing obligations and Disclosure requirements ) Regulations, 2015**

Dear Sir/Madam,

Pursuant to section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the members of the Company was sought by way of Special Resolutions as set out in the Postal Ballot Notice dated September 28, 2018 by means of physical Postal Ballot forms and voting through electronic means (e-voting). The details of resolution is as under:

Item No.	Particulars
1	<b>Special Resolution:-</b> To alter Memorandum of Association of the company by inserting the new sub clause 4 after the sub clause 3 of Clause III (A) of the Main Object, to authorize to carry on business activities as prescribed in the resolution relating to Petroleum, etc. and to combined the Clause III (B) and (C) and renumber it from the Clause 1 to 84 to align with the requirement of the Law.

CS Piyush Bindal, Proprietor of "M/s Piyush Bindal & Associates, Practicing Company Secretaries, Bhopal, Scrutinizer of the Company has submitted his Report on the voting results of the Postal Ballot Forms including e-voting by the Members of the Company. The voting result of the Postal Ballot (including voting by electronic means) in respect of above mentioned special resolution is enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The resolution contained in the Notice of Postal Ballot has been passed by the members of the Company with requisite majority.

Please find enclosed the voting results of Postal Ballot along with Scrutinizer's report. The same will also be made available on the Company's website at [www.dilipbuildcon.com](http://www.dilipbuildcon.com).

This is for your information and records.

Thanking You

For Dilip Buildcon Limited

  
Abhishek Srivastava  
Company Secretary



**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)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To alter Memorandum of Association of the Company by inserting the new sub clause 4 after the sub clause 3 of Clause III (A) of the Main Object, to authorize to carry on business activities as prescribed in the resolution relating to Petroleum, etc. and to combined the Clause III (B) and (C) and renumber it from the Clause 1 to 84 to align with the requirement of the Law.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	103441368						
	Poll							
	Postal Ballot (if applicable)		103441368	100.0000	103441368	0	100.0000	0.0000
	<b>Total</b>	103441368	103441368	100.0000	103441368	0	100.0000	0.0000
Public- Institutions	E-Voting	23040493	15877873	68.9129	15877873	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	23040493	15877873	68.9129	15877873	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10287907	22604	0.2197	14684	7920	64.9620	35.0380
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		100	0.0010	100	0	100.0000	0.0000
	<b>Total</b>	10287907	22704	0.2207	14784	7920	65.1163	34.8837
<b>Total</b>		135769768	119341945	87.2575	119334025	7920	99.9934	0.0066
<b>Whether resolution is Pass or Not.</b>							Yes	

Managing Director



**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**



To,

The Chairman  
DILIP BUILDCON LIMITED  
CIN: L45201MP2006PLC018689  
Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal-462 016 (Madhya Pradesh)

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the postal ballot voting including voting by electronic means in respect of passing of Special Resolution for alteration in Memorandum of Association of the Company as stated in Postal Ballot Notice dated September 28, 2018.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self explanatory in all respects.

  
  
Piyush Bindal  
Practicing Company Secretary  
Membership No.: F6749  
C. P. No. 7442

Proprietor  
Piyush Bindal & Associates  
Company Secretaries

Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II,  
M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881  
e-mail : pbacsopl@gmail.com; piyush@dpaandassociates.com





**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

**SCRUTINIZER'S REPORT**

The Chairman

DILIP BUILDCON LIMITED

CIN: L45201MP2006PLC018689

Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal-462 016 (Madhya Pradesh)

Scrutinizer's Report on postal ballot voting including voting by electronic means in respect of passing of the special resolution for Alteration in Memorandum of Association of the Company as stated in the Postal Ballot Notice dated September 28, 2018.

Dear Sir,

I, **Piyush Bindal**, Proprietor of "Piyush Bindal & Associates", Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of M/s Dilip Buildcon Limited (the Company) for scrutinizing the postal ballot voting process including remote e-Voting process in respect of passing of the special resolution for Alteration in Memorandum of Association of the Company as stated in the Postal Ballot Notice dated September 28, 2018.

The Company had given the Postal Ballot Notice as per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution as mentioned therein is proposed to be passed by the Members through postal ballot/electronic voting (e-voting).

To enable wider participation of shareholders, the Company had in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, provided e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form(s) by post.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its members. Members desiring to opt for e-voting as per the facilities arranged by the Company were requested to access e-Voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company has uploaded the resolution together with the explanatory statement on which e-Voting is required and for generating eVoting Event Number (EVEN) by the service provider. Necessary instructions in this regard to be followed by the members of the Company have also been duly mentioned in Postal Ballot Notice.

The Company has informed that, on the basis of the Register of Members made available by the depository i.e. National Securities Depository Limited ("NSDL"), it had dispatched Postal Ballot Notice dated September 28, 2018 by e-mail / post to 55346 members who has registered their e-mail-ids / postal address with the Company / RTA / Depositories along with postal ballot form to record their assent (for) or dissent (against) therein and return the same duly completed in all aspects in the Self Addressed Business Reply Envelope.

Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II,  
M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881  
e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com



**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

The Company has fixed Friday, November 09, 2018, 05.00 p.m. as the last day and time for receipt of Postal Ballot forms by Scrutinizer. The e-Voting period for Postal Ballot commenced on Thursday, October 11, 2018 (09.00 a.m. IST) and ended on Friday, November 09, 2018 (05.00 p.m. IST).

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolution contained in the Postal Ballot Notice. My report is based on verification of data provided by National Securities Depository Limited ("NSDL") from the e-voting system and postal ballots received through post till the time fixed for closing of the voting process i.e. till 05.00 p.m. on Friday, November 09, 2018.

**I submit my report as under:**

1. After the time fixed for closing of the e-voting, i.e. 05.00 p.m. on Friday, November 09, 2018, an electronic report of the e-voting was generated by me by accessing the data available from the www.evoting.nsdl.com of NSDL. Based on such reports generated by NSDL and relied upon by me, data regarding the e-votes was scrutinized.
2. The postal ballots received by post by me till the time fixed for closing of the Postal Ballot i.e. 05.00 p.m. on Friday, November 09, 2018, were scrutinized and reconciled with the records maintained by the Company through NSDL and the authorizations lodged with the Company.
3. **271 (Two Hundred & Seventy One only) Members had cast their votes through remote e-Voting.**
4. **9 (Nine) Members had sent Postal Ballots through Self Addressed Business Reply Envelope.**

The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in Postal Ballot Notice, is as under:

**SPECIAL RESOLUTION**

To alter Memorandum of Association of the Company by inserting the new sub clause 4 after the sub clause 3 of Clause III (A) of the Main Object, to authorize to carry on business activities as prescribed in the resolution relating to Petroleum, etc. and to combined the Clause III (B) and (C) and renumber it from the Clause 1 to 84 to align with the requirement of the Law.

Postal Ballot Voting	Number of members			Number of votes contained in			% of total number of valid votes cast
	Physical	Remote e-voting	Total	Physical	Remote e-voting	Total	
In favour	9	246	255	103441468	15892557	119334025	99.9934
Against	0	25	25	0	7920	7920	0.0066
Total	9	271	280	103441468	15900477	119341945	100.0000
Invalid / Abstained	0	0	0	0	0	0	0.00

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**PIYUSH BINDAL & ASSOCIATES**  
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**Notes:**

- i. Based on the Data furnished to me and verified by me as above, all the aforesaid resolutions contained in postal ballot Notice are passed with requisite majority of the shareholders as specified under the Companies Act, 2013.
  - ii. The figure in Percentage has been rounded off to 4 decimal points.
5. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.
  6. This report is issued in accordance with the terms of my engagement letter.

**Restriction on Use**

7. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company and (iii) website of NSDL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours Faithfully,



Piyush Bindal  
Practicing Company Secretary  
Membership No.: F6749  
C. P. No. 7442

Proprietor  
Piyush Bindal & Associates  
Company Secretaries

Date: 14.11.2018

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