



DILIP BUILDCON LIMITED
INFRASTRUCTURE & BEYOND

Date: 22.02.2022

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 1st Extraordinary General Meeting (EGM) of the Company to be held on March 16, 2022

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 1st Extraordinary General Meeting (EGM) of the Company is scheduled to be held on Wednesday, March 16, 2022, 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 timelines of the Extra Ordinary General Meeting of the Company are as under:

Events	Date	Time
Date of EGM	Wednesday, 16.03.2022	11.00 a.m.
Mode	Video conferencing/other Audio-Visual means("VC/OAVM") facility	-
Cut-off date for dispatch of notice	Friday, 18.02.2022	-
Cut-off date for E-voting eligibility	Wednesday, 09.03.2022	-
E-voting period Commences on	Sunday, 13.03.2022	9.00 am (IST)
E-voting period Ends on	Tuesday, 15.03.2022	5.00 pm (IST)
Declaration of Result	On or before 18.03.2022	-

The EGM Notice is also being made available on the website of the Company at 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
A-19703
Encl a.a. Notice of 1st EGM



ISO 9001:2015

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, Website : www.dilipbuildcon.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ('**EGM**') of the Members of Dilip Buildcon Limited ('**Company**') will be held on Wednesday, March 16, 2022 at 11.00 a.m. (IST) through videoconferencing ('**VC**') or other audio-visual means ('**OAVM**'), to transact the following business:

SPECIAL BUSINESS:

Item No. 1 :

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION TO APPROVE THE PROPOSAL FOR DIVESTMENT OF EQUITY STAKE OF THE COMPANY IN 10 (HYBRID ANNUITY MODEL ("HAM") PROJECTS, SUBSIDIARIES AND ASSOCIATES OF THE COMPANY TO SHREM INVIT IN A PHASED MANNER OVER A PERIOD OF TIME

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules under the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all modifications, amendments or re-enactments thereof along with any circulars, notifications, clarifications, rules passed thereunder from time to time, consent of the members of the Company is hereby accorded to the Board of Directors of the Company (which expression shall include any Committee(s) thereof and hereinafter collectively referred to as the "**Board**"), to transfer, sell, lease, deliver or otherwise dispose of its entire shareholding and investment of the Company in the following special purpose vehicles (SPVs)/ subsidiaries/ associate companies at present and future as the case may be, to **Shrem InvIT** (acting through Shrem Financial Private Limited, the investment manager for Shrem InvIT, or through its trustee), an Infrastructure Investment Trust registered under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (**Purchaser**), in accordance with the transaction documents entered into and/or to be entered into by the Company:

- (a) **DBL Byrapura Challakere Highways Private Limited,**
- (b) **DBL Gorhar Khairatunda Highways Private Limited,**
- (c) **DBL Anandapuram Anakapalli Highways Private Limited,**
- (d) **DBL Bellary Byrapura Highways Private Limited,**
- (e) **DBL Sangli Borgaon Highways Private Limited,**
- (f) **DBL Chandikhole Bhadrak Highways Private Limited,**
- (g) **DBL Bangalore Nidagatta Highways Private Limited,**
- (h) **DBL Nidagatta Mysore Highways Private Limited,**
- (i) **DBL Rewa Sidhi Highways Private Limited,**
- (j) **Pathrapali-Kathagora Highways Private Limited.**

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary, desirable or expedient steps to give effect to this resolution including delegating the aforesaid authority to officers of the Company, as it may deem necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Item No. 2 :

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION TO APPROVE THE RE-APPOINTMENT OF MR. VIJAY CHHIBBER (DIN: 00396838) FOR A SECOND CONSECUTIVE TERM OF 5 (FIVE) YEARS W.E.F FEBRUARY 28, 2022, TO FEBRUARY 27, 2027

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions, if any, **Mr. Vijay Chhibber (DIN: 00396838)**, who was appointed as an Independent Director of the Company on February 28, 2017 for a first term of 5 (Five) consecutive years and he holds such office as an Independent Director upto **February 27, 2022** and being eligible for re-appointment and upon the recommendation of the Nomination and Remuneration Committee be and is hereby re-appointed to hold office as an Independent Director of the Company, for a second consecutive term of 5 (five) years, w.e.f. **February 28, 2022 to February 27, 2027** and he shall not be liable to retire by rotation.

By Order of the Board of Directors

Sd/-
Abhishek Shrivastava
Company Secretary and Compliance Officer
Membership No. ACS: 19703
Date : February 21, 2022
Place : Bhopal

Regd. Office: Plot No. 5,
Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road ,
Bhopal-462016 (M.P.)
Ph.:0755-4029999, Fax: 0755-4029998
Email: db@dilipbuildcon.co.in
Website: www.dilipbuildcon.com
CIN: L45201MP2006PLC018689

Notes:

1. The relevant statement pursuant to Section 102(1) of the Companies Act, 2013 related to the Special Business under item no. 1 to 2 of the accompanying notice to be transacted at the Extra Ordinary General Meeting (E-EGM) is annexed hereto and the relevant details of the Directors seeking re- appointment at this E-EGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("Secretarial Standard") are annexed hereto.
2. In view of the threat posed by COVID-19 and in terms of the guidelines provided vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, issued by the Government of India through the Ministry of Corporate Affairs ('MCA Circulars') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the meeting of equity shareholders is being convened through VC/OAVM. The deemed venue of the Meeting will be the registered office of the Company at Regd. Office: Plot No. 5, Inside Govind Narayan Singh Gate, Chuna Bhatti, Kolar Road, Bhopal-462016 (M.P.).
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this E-EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the E-EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The details of technology provider and helpline number regarding any query/assistance for participation/e-voting in the e-EGM through VC/OAVM are as under:

Name	Mr. Rajiv Ranjan Asst. Vice President- E- voting
Address	Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli (W) Mumbai- 400083
Phone no.	022-49186000 Ext : 2505
Email	enotices@linkintime.co.in

5. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE E-EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF WHO MAY OR MAY NOT BE A MEMBER OF THE COMPANY. SINCE THIS E-EGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM"), PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, THERE IS NO REQUIREMENT FOR APPOINTMENT OF PROXIES. THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-EGM, HENCE ATTENDANCE SLIP/ROUTE MAP/PROXY FORM ARE NOT REQUIRED TO ANNEXED TO THIS NOTICE.**
6. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the E- EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the scrutinizer through its registered email address at piyush@dpaandassociates.com with a copy marked to Registrar and Transfer Agent i.e. Link Intime India Private Limited, enotices@linkintime.co.in and to the Company at cs@dilipbuildcon.co.in

7. Members can submit their questions if any in advance with regard to the business proposed to be transacted at the EGM, by sending an e-mail to the Company at cs@dilipbuildcon.co.in mentioning their name, DP ID-Client ID/Folio number at least 10 days before the date of E-EGM.
8. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
9. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited having office at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083.
10. In accordance with the aforesaid MCA Circulars, the Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the EGM will also be available on the website of the Company at www.dilipbuildcon.com, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
11. The facility of participation at the E-EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the E-EGM without any restriction on account of first come first served basis.
12. The attendance of the Members attending the E-EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the E-EGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (LINK INTIME) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the E-EGM will be provided by Link Intime.
14. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the E-EGM by following the procedure mentioned in the Notice.
15. **DISPATCH OF EGM NOTICE THROUGH ELECTRONIC MODE:** In compliance with the MCA and SEBI Circulars, Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA. Members may note that the Notice of E-EGM will also be available on the Company's website www.dilipbuildcon.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and Company's Registrar and Transfer Agent, Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
16. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations read with SEBI circular dated December 9, 2020 and the MCA Circulars, the Company is providing facility of remote e-voting to its Member through Company's Registrar and Transfer Agent i.e. Link Intime India Private Limited. Kindly refer note No. 25 below for detailed instructions for remote e-voting.
17. **Joining/Attending e-EGM through Instameet:** Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by Link Intime India Private Limited. Members may access the shareholder's /member's login by using the remote e-voting credentials. For detailed instructions kindly refer note No. 26 given below for participating in e-EGM through VC/OAVM.
18. **Voting during the e-EGM through Instameet:** Members who are present at the e-EGM through VC/OAVM and have not cast their vote on resolutions through remote e-voting may cast their vote during the e-EGM through the e-voting system provided by Link Intime India Private Limited during the e-EGM. Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting. Kindly refer note No. 28 below for instructions for e-voting during the EGM.
19. **To speak during the E-Egm through Instameet:** Members will be provided with a facility to attend the e-EGM through video conferencing platform provided by Link Intime India Private Limited. For detailed instructions kindly refer note no. 27 given below to speak during the e-EGM through Instameet.

20. Submission of questions/queries prior to e-EGM:

- a.) Members desiring any information or has any question or query are requested to write to the Company Secretary on the Company's email-id i.e. cs@dilipbuildcon.co.in at least 7 days before the date of the e-EGM, so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call at :- Tel : 022 - 49186000/49186270

21. The Company has fixed Wednesday, March 09, 2022 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-EGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall only be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-EGM.
22. In terms of section 72 of the Companies Act, 2013, Nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to the company R&T Agent i.e. Link Intime India Pvt. Ltd. for nomination form by quoting their folio number.
23. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID viz. investor@dilipbuildcon.co.in to enable the Investors to register their complaints, if any.
24. The Securities and Exchange Board of India (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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.

Pursuant to the amendment in Regulation 40 of SEBI (LODR) Regulations, 2015, vide Gazette notification dated June 8, 2018, effective from April 1, 2019, barred physical transfer of shares of listed companies and mandated transfer only through demat. However, the investors are not barred from holding shares in physical form.

25. **PROCEDURE AND INSTRUCTION FOR REMOTE E-VOTING (VOTING THROUGH ELECTRONIC MEANS) FOR SHAREHOLDERS POST CHANGE IN THE LOGIN MECHANISM FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE, PURSUANT TO SEBI CIRCULAR DATED DECEMBER 9, 2020.**

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

- 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.
- 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>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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. Upon logging in, you will be able to see e-Voting option. 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 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.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM IS GIVEN BELOW:

Individual Shareholders of the company, holding shares in physical form 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.
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/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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 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.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 22-23058542-43.

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”.

PART B

OTHER INSTRUCTIONS RELATED TO REMOTE EVOTING :

- (i) Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Further 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, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited for conducting of the e-EGM and providing e-voting facility to all its members.

- (ii) Members who are present at the e-EGM through VC/OAVM and have not cast their vote on resolutions through remote e-voting, may cast their vote during the e-EGM through e-voting system provided by Link Intime India Private Limited during the e-EGM. The members who had cast their vote by remote e-voting prior to the meeting may also attend the e-EGM but shall not be entitled to cast their vote again during the e-EGM.
- (iii) The e-voting period commences on Sunday, March 13, 2022 (09.00 a.m. IST) and ends on Tuesday, March 15, 2022 (05.00 p.m. IST). The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast their vote again.
- (iv) Voting rights of a member /beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date. As per the Secretarial Standard SS-2 on General Meetings 'cut-off date' means a date not earlier than 7 days before the date of general meeting.
- (v) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, March 09, 2022 may obtain the login ID and password by sending a request at evoting@linkintime.co.in or contact M/s Link Intime India Private Limited telephone number 022-49186175/49186270.
- (vi) CS Piyush Bindal, Practicing Company Secretary, Proprietor of M/s Piyush Bindal & Associates, Company Secretaries (Membership No. FCS 6749; CP No. 7442) having office address at S-12, 2nd Floor, Gurukripa Plaza, Zone -II, M.P. Nagar, Bhopal - 462011 has been appointed as the Scrutinizer to scrutinize the Remote e-voting and e-voting process during e-EGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the ExtraOrdinary General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make a Consolidated Scrutinizer's Report and submit to the Chairman or a person authorized by him in writing who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dilipbuildcom.com and website of the Link Intime India Private Limited, www.linkintime.co.in. The result will simultaneously be communicated to the stock exchanges where the shares of the Company are listed within two working days of the conclusion of its General Meeting of the Company.

- (vii) The “EVENT NO.” for the Company is 220040

26. PROCEDURE AND MANNER FOR JOINING/ATTENDING THE E-EGM THROUGH INSTAMEET ARE AS UNDER:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

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).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

27. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO SPEAK DURING THE E-EXTRAORDINARY 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 the specific email id i.e cs@dilipbuildcon.co.in for the 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.

28. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE E-EXTRAORDINARY GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/ moderator 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.

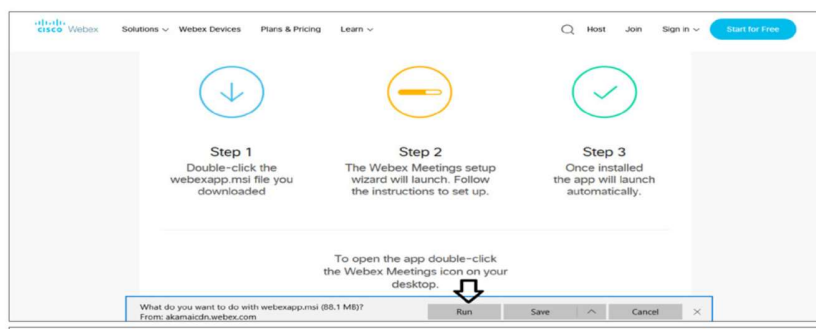
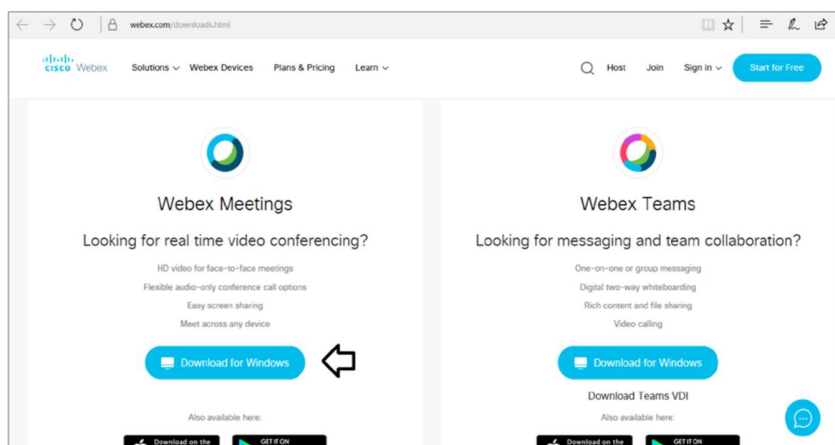
Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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 or contact on: - Tel: 022-49186175.

For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMeet, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under :

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



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Step 1

Double-click the webexapp.msi file downloaded

Step 3

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To open the app double-click the Webex Meetings icon on your

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[Start for Free](#)

Step 1

Double-click the webexapp.msi file downloaded

Step 3

Once installed app will launch automatically.

or

- a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The screenshot displays the Cisco Webex interface for joining an event. On the left, under 'Event Information:', there are fields for 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. Below these is a link to 'Terms of Service and Privacy Statement'. On the right, there is a 'Join Event Now' button. Below it, a message states 'You cannot join the event now because it has not started.' followed by input fields for 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to these fields with the text 'Mention your First name, Last name and email address'. Below the input fields, there is a 'Join Now' button and a 'Join by browser NEW!' link. At the bottom, it says 'If you are the host: start your event'.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT')

The following Explanatory Statement, as required under section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 1 to 2 of the accompanying Notice dated February 21, 2022

Item No. 1

The Company has signed the non-binding term sheet on January 21, 2022 with **Shrem InvIT** (acting through Shrem Financial Private Limited, the investment manager for Shrem InvIT, or through its trustee), an Infrastructure Investment Trust registered under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.

Pursuant to the Term Sheet, the Company proposes to enter into transaction documents for sale of 100% (one hundred percent) of its shareholding (on a fully diluted basis) held in the following 10 (ten) SPVs to **Shrem InvIT**, an infrastructure investment trust registered under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 (**Purchaser**):

Name of the Company	CIN
DBL Byrapura Challakere Highways Private Limited	U45309MP2018PTC045514
DBL Gorhar Khairatunda Highways Private Limited.	U45402MP2018PTC045456
DBL Anandapuram Anakapalli Highways Private Limited.	U45309MP2018PTC045402
DBL Bellary Byrapura Highways Private Limited.	U45500MP2018PTC046171
DBL Sangli Borgaon Highways Private Limited.	U45209MP2018PTC045510
DBL Chandikhole Bhadrak Highways Private Limited,	U45309MP2018PTC044998
DBL Bangalore Nidagatta Highways Private Limited	U45309MP2018PTC045392
DBL Nidagatta Mysore Highways Private Limited.	U45309MP2018PTC045485
DBL Rewa Sidhi Highways Private Limited.	U45309MP2018PTC045515
Pathrapali-Kathagora Highways Private Limited.	U45203MP2020PTC051317

Divestment of the aforesaid 10 projects/companies under above arrangement shall help in freeing up capital invested & Unsecured loan in these SPVs and DBL Group would be allotted InvIT Units, reducing debt and lowering the leveraging on a consolidated basis.

Accordingly, the proposal for divestment of aforesaid 10 projects/companies (SPVs) subject to the approval of the shareholders in the ensuing General meeting was recommend by the Audit Committee and approved by the Board in its meeting held on February 12, 2022.

Pursuant to Regulation 16 of SEBI (Listing obligations and Disclosure Requirements), Regulations, 2015 (SEBI LODR), Material Subsidiary means a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Further as per Regulation 24 (5) of SEBI (Listing obligations and Disclosure Requirements), Regulations, 2015, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50 % (fifty percent) or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting.

However, considering the aforesaid regulations of SEBI (LODR), none of the aforesaid companies having status of material subsidiary as such.

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013 ('the Act'), the sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) requires the approval of the shareholders by way of a special resolution.

As per the Explanation of section 180(1)(a) of the Act, the said 10 (Ten) companies/ SPVs may be considered as sale of substantially the whole of the undertaking because the investment in the said Companies exceeds 20 % (twenty per cent) of its net worth as per the audited balance sheet of the preceding financial year .

Further, disposal of entire shareholding in the aforesaid 10 projects/Companies (SPVs) by the Company may considered as sale of substantially the whole of the undertaking, hence, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company has to seek consent of the shareholders by way of special resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the resolution except their shareholding as set out at Item No. 1 as a Special Resolution.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 1 of this notice for the approval of member.

Item No. 2

Mr. Vijay Chhibber (DIN: 00396838), who was appointed as an Independent Director of the Company for a term of consecutive 5 (Five) years and who hold such office as an Independent Director is only upto February 27, 2022 ("first term").

The Nomination and Remuneration Committee on the basis of his performance has recommended the re-appointment of Mr. Vijay Chhibber as a Director of the Company (in the Category of Independent Director) for a second consecutive term of 5 (five) years on the Board of the Company w.e.f. 28th February, 2022.

Based on the approval and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has considered his experience and contribution made by him during his tenure, it was decided that continued association of Mr. Vijay Chhibber would be beneficial to the Company, and it is desirable to re-appoint Mr. Vijay Chhibber for a second consecutive term of 5 years as an Independent Director of the Company w.e.f. 28th February, 2022 and not be liable to retire by rotation.

Pursuant to section 164 of the Companies Act, 2013, Mr. Vijay Chhibber is being eligible for re-appointment as an Independent Director and has given his consent to act as an Independent Director and also provided the declaration that, he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (LODR) Regulations, 2015".

In the opinion of the Board, Mr. Vijay Chhibber fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, considered him as an independent to the management of the Company. The copy of the draft letter of re-appointment of Mr. Vijay Chhibber as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Extra Ordinary General Meeting.

Details of Mr. Vijay Chhibber, are provided in the "**Annexure A**" to the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Accordingly, the Board recommends the Resolution No. 2 in relation to re-appointment of Mr. Vijay Chhibber as an Independent Director, for the approval by the members of the Company.

Except Mr. Vijay Chhibber, being the appointee director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 2 as Special Resolution.

ANNEXURE TO NOTICE DATED FEBRUARY 21, 2022

Details of Directors Seeking Re-Appointment at the forthcoming Extra Ordinary General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of Director	Mr. Vijay Chhibber			
DIN	00396838			
Date of Birth and Age	12.12.1955 67 years			
Date of Appointment on the Board	28.02.2017			
Qualifications	(IAS) officer			
Experience and Expertise	He is a former IAS officer of the 1978 batch of Manipur-Tripura Cadre and has worked on several key assignments with the Government of India. He is a retired civil servant with over 38 years of public service in the Indian Administrative Services (IAS) and has served as Secretary of the Ministry of Road Transport and Highways, with additional responsibilities of Chairman, National Highways Authority of India. He was instrumental in many path-breaking initiatives of the Ministry.			
Directorships held in other public companies and private companies (excluding foreign companies)	<p>Directorship in Listed Companies:</p> <ol style="list-style-type: none"> 1. Century Plyboards (India) Limited. 2. Dilip Buildcon Limited. <p>Directorship in other Unlisted Public Companies:</p> <ol style="list-style-type: none"> 1. Pyrites Phosphates & Chemicals Limited. 2. Sagar Mala Costal Limited. <p>Directorship in other Unlisted Private Companies:</p> <ol style="list-style-type: none"> 1. Isbir Mewar Bulk Bag Private Limited 2. Vizag General Cargo Berth Private Limited 			
Memberships/Chairmanships of Committees across all companies	S.No.	Name of the Company	Nature of Committee	Chairman/Member
	1	Dilip Buildcon Limited	Corporate Social Responsibility	Chairman
	2	Century Plyboards (India) Ltd.	Nomination and Remuneration Committee	Chairman
	3	Vizag General Cargo Berth Private Limited	Nomination and Remuneration Committee	Chairman
		Audit Committee	Member	
Number of Board Meetings attended during the year	4 out 4			
No. of Equity Shares held in the Company	NIL			

Recognition or awards	NIL
Disclosures of relationship between Directors inter-se	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website, www.dilipbuildcon.com
Justification for choosing the appointees for appointment as an Independent Directors	He is a former IAS officer of the 1978 batch of Manipur-Tripura Cadre and has worked on several key assignments with the Government of India. He is a retired civil servant with over 38 years of public service in the Indian Administrative Services (IAS) and has served as Secretary of the Ministry of Road Transport and Highways, with additional responsibilities of Chairman, National Highways Authority of India. He was instrumental in many path-breaking initiatives of the Ministry. He is having vast experience in the field of Management and Business Strategy, Project Management, Corporate Governance and Risk Management, therefore for the benefit and growth of the Company, it is desirable to re-appoint Mr. Vijay Chhibber as an Independent Director of the Company for a second consecutive term of 5 years.
Shareholding	NIL
Skill & Capabilities	Management and Business Strategy, Project Management, Corporate Governance and Risk Management

By Order of the Board of Directors

Sd/-
Abhishek Shrivastava
Company Secretary and Compliance Officer
Membership No. ACS: 19703
Date : February 21, 2022
Place : Bhopal

Regd. Office: Plot No. 5,
Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road ,
Bhopal-462016 (M.P.)
Ph.:0755-4029999, Fax: 0755-4029998
Email: db@dilipbuildcon.co.in
Website: www.dilipbuildcon.com
CIN: L45201MP2006PLC018689