



DILIP BUILDCON LIMITED
INFRASTRUCTURE & BEYOND

Date: September 29, 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 results of the 12th Annual general Meeting held on Friday, September 28, 2018 (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,

This is to inform you that 12th Annual General Meeting of the Company was held on Friday, September 28, 2018 at 11.00 a.m. at Kwality's Motel Shiraz, Service Road, Board Office Square, Shivaji Nagar, Bhopal, Madhya Pradesh 462011.

Please find enclosed the details of voting results in respect of business conducted at the Annual General Meeting (Including voting by electronic means) in the format as prescribed under regulation 44 (3) of the SEBI (Listing obligations Requirements) Regulations, 2015 along with Scrutiniser's Report.

All the resolutions contained in the Notice of 12th Annual General Meeting (Including voting by electronic means) have been passed by the members of the Company with requisite majority.

The same will also be made available on the Company website at www.dilipbuildcon.com

This is for your information and record.

Thanking you

For Dilip Buildcon Limited

Dilip Suryavanshi
Managing Director
DIN : 00039944



Encl: Details of Voting result



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



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 remote e-Voting and physical voting process for the 12th Annual General Meeting of the Company held on Friday, September 28, 2018 at 11.00 a.m.

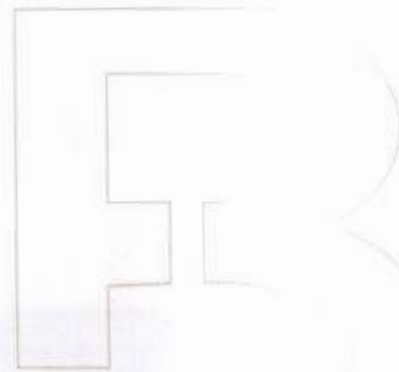
I am pleased to submit the Scrutinizer's Report, which is comprehensive and self explanatory in all respects.



Piyush Bindal
Practicing Company Secretary
Membership No.: 6749
C. P. No. 7442

Proprietor
Piyush Bindal & Associates
Company Secretary

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Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 12th Annual General Meeting (AGM) of the Members of Dilip Buildcon Limited (the "Company") held on Friday, the 28th day of September, 2018 at Kwality's Motel Shiraz, Service Road, Board Office Square, Shivaji Nagar, Bhopal-462011 (MP)

To,
The Chairman,
12th Annual General Meeting,
Dilip Buildcon Limited,
Plot No. 5, Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road, Bhopal – 462016

Dear Sir,

1. 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:
 - i. e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'); and
 - ii. poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules ('Poll');

on each of the business contained in the Notice dated August 14, 2018 ('the Notice') of the 12th Annual General Meeting ('AGM') of the Members of Dilip Buildcon Limited ('the Company') held on Friday, September 28, 2018 at Kwality's Motel Shiraz, Service Road, Board Office Square, Shivaji Nagar, Bhopal-462011 (MP).

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules and SEBI LODR Regulations relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the 12th AGM of the Members of the Company.
3. The Company has appointed National Securities Depository Limited ("NSDL"), the agency authorized under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the



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Members of the Company commenced on Tuesday, September 25, 2018 (09.00 a.m. IST) and ended on Thursday, September 27, 2018 (05.00 p.m. IST)

4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited ("NSDL") and placed on the result of Poll taken at the AGM.
5. On Completion of voting at the meeting, NSDL provided me with the list of members who had cast their votes, their holding details and details of vote cast on the resolution, the votes were reconciled with the records maintained by the Company and NSDL with respect to the authorizations / proxies lodged with the Company.
6. I unblocked the Ballot Box / remote e-Voting results on the NSDL e-Voting platform in the presence of Mr. Ram Krishna Acharya & Mr. Pranay Patel, Shareholders of the Company. Their signatures are affixed below:

▪ Mr. Ram Krishna Acharya

▪ Mr. Pranay Patel

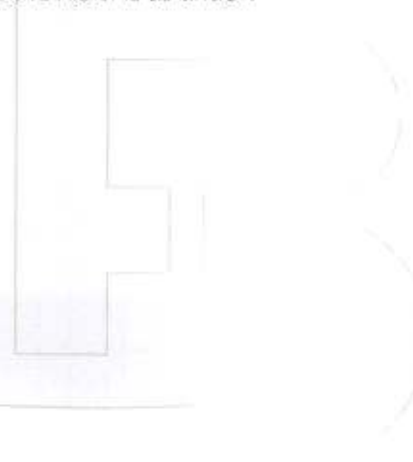
I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under:

- After the time fixed for closing of the e-voting, i.e. 05 p.m. on September 27, 2018, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://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.
- **105 (One Hundred Five only) Members had cast their votes through remote e-Voting.**
- **26 (Twenty Six) Members had cast their votes through Poll taken at the AGM**

The result of the scrutiny of the above voting by remote e-voting and Poll taken at the AGM is as under:



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COMPANY SECRETARIES

ITEM NO. 1:-

Ordinary Resolution for Adoption of the Audited IndAS Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	102	26	128	15476529	103477140	118953669	99.9996
Against	3	0	3	370	0	370	0.0003
Total	105	26	131	15476899	103477140	118954039	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 2:-

Ordinary Resolution for declaration of Dividend for the year ended March 31, 2018:

	Number of Members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	102	26	128	15476529	103477140	118953669	99.9996
Against	3	0	3	370	0	370	0.0003
Total	105	26	131	15476899	103477140	118954039	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 3:-

Ordinary Resolution to appoint a Director in place of Mr. Devendra Jain (DIN 02374610), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

	Number of members	Number of votes contained in	% of total number of valid votes cast
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	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	87	26	113	13593535	103477140	117070675	98.4168
Against	17	0	17	1883309	0	1883309	1.58322
Total	104	26	130	15476844	103477140	118953904	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 4:-

Ordinary Resolution for fixation of remuneration payable to M/s Mukund M. Chitale & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 106655W) and M/s MSG & Associates, Chartered Accountants, Bhopal (ICAI Firm Registration No. 010254C) Joint Statutory Auditors of the Company:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	100	26	126	15476347	103477140	118953487	99.9996
Against	5	0	5	552	0	552	0.0004
Total	105	26	131	15476899	103477140	118954039	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 5:-

Ordinary Resolution for appointment of Mr. Malay Mukherjee (DIN: 02272425), as Director in the category of an Independent Director of the Company:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	99	26	125	15475999	103477140	118953139	99.9996
Against	5	0	5	410	0	410	0.0004
Total	104	26	130	15476409	103477140	118953549	100.0000




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Invalid / Abstained	0	0	0	0	0	0	
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Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 6:-

Ordinary Resolution for fixation of remuneration of M/s Yogesh Chourasia & Associates, Cost Accountants, Bhopal, Cost Auditor of the Company for the Financial Year 2018-19:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	100	26	126	15476363	103477140	118953503	99.9996
Against	5	0	5	536	0	536	0.0004
Total	105	26	131	15476899	103477140	118954039	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 6 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 7:-

Special Resolution for Re-Appointment of Mr. Aditya Vijay Singh (DIN: 03585519) as Director in the category of an Independent Director of the Company for second consecutive term of five Years and will continue after attaining the age of 75 Years:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	68	26	94	11270540	103477140	114747680	96.4638
Against	37	0	37	4206359	0	4206359	3.5361
Total	105	26	131	15476899	103477140	118954039	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

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ITEM NO. 8:-

Special Resolution for Re-Appointment of Mr. Ashwini Verma (DIN: 06939756), as Director in the category of an Independent Director of the Company for second consecutive term of five Years:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	100	26	126	15476372	103477140	118953512	99.9997
Against	4	0	5	392	0	392	0.0003
Total	104	26	130	15476764	103477140	118953904	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 8 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 9:-

Special Resolution for Re-Appointment of Mr. Amogh Kumar Gupta (DIN: 06941839) as Director in the category of an Independent Director of the Company for second consecutive term of five Years:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	97	26	123	15476269	103477140	118953409	99.9995
Against	8	0	8	630	0	630	0.0005
Total	105	26	131	15476899	103477140	118954039	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 9 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 10:-

Special Resolution for the continuation of Mr. Satish Chandra Pandey (DIN: 07072768) holding the office of Director of the Company in the category of an Independent Director for his remaining tenure who has attained the age of 78 Years:

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	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	95	26	121	15375783	103477140	118852923	99.9150
Against	10	0	10	101116	0	101116	0.0850
Total	105	26	131	15476899	103477140	118954039	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 10 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 11:-

Special Resolution for Re-Appointment of Mr. Dilip Suryavanshi (DIN: 00039944) for the further period of three years as the Chairman and Managing Director of the Company:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	61	20	81	6102993	35899347	42002340	81.7544
Against	44	0	44	9373906	0	9373906	18.2456
Total	105	20	125	15476899	35899347	51376246	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 11 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 12:-

Special Resolution for Re-Appointment of Mrs. Seema Suryavanshi (DIN: 00039946) as Whole-time Director of the Company for a further period of three years:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	77	20	97	14016788	35899347	49916135	97.1587
Against	27	0	27	1459743	0	1459743	2.8413

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Total	104	20	124	15476531	35899347	51375878	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 12 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 13:-

Special Resolution for Re-Appointment of Mr. Devendra Jain (DIN: 02374610) as Whole-time Director of the Company for a further period of three years:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	61	25	86	6203071	67613568	73816639	88.8392
Against	43	0	43	9273460	0	9273460	11.1608
Total	104	25	129	15476531	67613568	83090099	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 13 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 14:-

Special Resolution to authorise the Board of Directors of the Company to enhance the limit for creation of Mortgage/Charge on all or any of the movable or immovable properties of the Company upto the limit of Rs. 13,000 Crores:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	74	26	100	14016563	103477140	117493703	98.7728
Against	27	0	27	1459847	0	1459847	1.2272
Total	101	26	127	15476410	103477140	118953550	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 14 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

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Item No. 15:-

Special Resolution to authorize Board of Directors of the Company to borrow money in excess of the Paid-Up Capital and Free Reserve of the Company upto the limit of Rs. 13,000 Crores:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	73	26	99	14016106	103477140	117493246	98.7728
Against	28	0	28	1459869	0	1459869	1.2272
Total	101	26	127	15475975	103477140	118953115	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 15 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 16:-

Special Resolution for Issuance of Non-Convertible Debentures on Private Placement basis:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	93	26	119	15473627	103477140	118950767	98.9976
Against	8	0	8	2816	0	2816	0.0024
Total	101	26	127	15476443	103477140	118953583	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 16 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 17:-

Special Resolution for Issuance of Commercial Paper on Private Placement basis:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	

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In favour	94	26	120	15473649	103477140	118950789	98.9976
Against	8	0	8	2816	0	2816	0.0024
Total	102	26	128	15476465	103477140	118953605	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 17 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 18:-

Special Resolution for approving default conversion of loan into equity:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	73	26	99	12293839	103477140	115770979	97.3244
Against	31	0	31	3182692	0	3182692	2.6756
Total	104	26	130	15476531	103477140	118953671	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 18 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 19:-

Special Resolution to authorise the Board of Directors to provide loan/guarantee/ make investment/security to the Subsidiaries Companies/Associate Companies/ Private Companies under Section 185 of Companies Act, 2013:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	63	26	89	11311968	103477140	114789108	96.4990
Against	41	0	41	4164563	0	4164563	3.5010
Total	104	26	130	15476531	103477140	118953671	100.0000
Invalid / Abstained	0	0	0	0	0	0	



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Based on the aforesaid results, Special Resolution No. 19 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 20:-

Special Resolution to approve issue of further shares to meet out the Minimum Public Shareholding of the Company:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	99	26	125	15470723	103477140	118947863	99.9951
Against	5	0	5	5808	0	5808	0.00489
Total	104	26	130	15476531	103477140	118953671	100.0000
Invalid / Abstained	0	0	0	0	0	0	

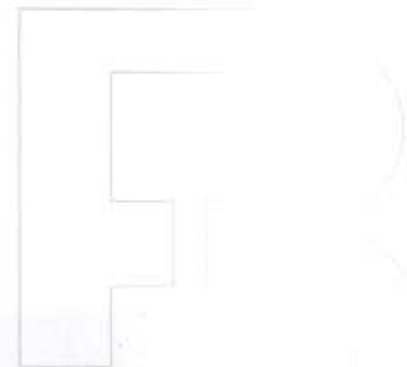
Based on the aforesaid results, Special Resolution No. 20 of the Notice dated August 14, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

7. In terms of the Notice for the AGM dated August 14, 2018, the members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members who had voted at remote e-voting were treated as invalid.
8. This report is issued in accordance with the terms of my engagement letter.

Restriction on Use

9. 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 NDSL. 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.

Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II
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e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com





PIYUSH BINDAL & ASSOCIATES
COMPANY SECRETARIES

Thanking You,

Yours Faithfully,

Piyush Bindal

Practicing Company Secretary

Membership No.: F6749

C. P. No. 7442



Proprietor

Piyush Bindal & Associates

Company Secretaries

Place: Bhopal

Date: 29.09.2018

Countersigned by
For Dilip Buildcon Limited

Chairman of the 12th AGM

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