

Date: October 02, 2021

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Stock Symbol – DBL

Sub: Submission of Scrutinizer's report and Voting results of the 15<sup>th</sup> Annual General Meeting held through Video Conferencing/Other Audio-Visual Means.

Ref: Regulation 44 of the SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.

#### Dear Sir/Madam,

Pursuant to regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Voting Results in respect of the business conducted at the 15<sup>th</sup> Annual General Meeting held through Video Conferencing/Other Audio-Visual Means on Thursday, September 30, 2021 along with the Scrutinizer's Report.

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

Kindly acknowledge and take the same on your record.

Thanking you

 $\cap$ For Dilip, Buildcon Limited മ Company n Secretary Abl Vastava Company Secretary A-19703



# **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



# **Consolidated Scrutinizer's Report**

(Pursuant to 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standard on General Meetings issued by Institute of Company Secretaries of India)

To,

The Chairman of 15<sup>th</sup> Annual General Meeting of the members of Dilip Buildcon Limited CIN: L45201MP2006PLC018689 Plot No. 5 Inside Govind Narayan Singh Chuna Bhatti, Kolar Road, Bhopal Madhya Pradesh - 462016 IN

Dear Sir,

J. B. J.

Subject: Consolidated Scrutinizer's Report for the remote e-voting and e-voting at the 15<sup>th</sup> Annual General Meeting of the Members of DILIP BUILDCON LIMITED held on Thursday, the September 30, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

1. I, Piyush Bindal, Proprietor of "Piyush Bindal & Associates", Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of M/s DILIP BUILDCON LIMITED ("the Company") for scrutinizing the:

E-voting process ("**Remote E-voting**") as well as voting by use of electronic means during the meeting in respect of resolutions proposed at the 15<sup>th</sup> Annual General Meeting of the Company ("**Meeting**"/"AGM") held on Thursday, September 30, 2021 at 11:00 A.M. conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), in accordance with 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 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and Secretarial standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India;

2. In view of the continuing situations arising due to COVID-19 global pandemic, the 15<sup>th</sup> Annual General Meeting of the company (AGM) was conducted through Video Conferencing/ Other Audio Visual Means (VC/OAVM) as per the guidelines issued by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020 and 13<sup>th</sup> January 2021 (collectively to referred as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12<sup>th</sup> May 2020 and 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India ("SEBI") (collectively to refer as "SEBI Circulars").



## 3. Management's Responsibility:

The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules and SS-2 relating to Remote e-voting and through e-voting facility during the meeting (hereinafter referred to as "**Voting through Electronic means**") on the resolution stated in the Notice calling the 15<sup>th</sup> AGM of the Members of the Company ("**Notice**").

#### 4. Scrutinizer's Responsibility:

My responsibility as a scrutinizer for the voting process, is restricted to scrutinize both the remote evoting process prior to the AGM and e-voting at the AGM in a fair and transparent manner and to submit a Scrutinizer's Consolidated Report of the votes cast 'in **favour'** or '**against'** the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Link Intime India Private Limited ("**LLIPL**"), the agency engaged by the Company to provide facility to the members to cast their votes by way of Remote e-Voting and e-voting facility made available during the Meeting.

- 5. Further, to above we submit our report as under: -
- a) The remote e-voting facility to the Members of the Company commenced on Monday, September 27, 2021 (at 9.00 A.M. IST) and ends on Wednesday, September 29, 2021 (at 5.00 P.M. IST) through LLIPL e-voting platform.
- b) The Company has also provide the facility of e-voting during the meeting up to 15 minutes from conclusion of the AGM for those shareholders who were present in the AGM through VC/OAVM facility and had not cast their vote on the resolution through remote e-voting and were otherwise not barred from doing so.
- c) After the completion of e-voting process at the meeting the vote cast through e-voting at the meeting and through remote e-voting prior to the date of meeting were unblocked and downloaded from the e-voting website of LLIPL, the e-voting data/results downloaded from e-voting system of LLIPL were scrutinized and reviewed, the vote were counted and the results were prepared.
- d) Voting rights of the members have been reckoned in proportion to their shares of the paid-up Equity Share Capital of the company as on the cut-off date i.e. September 23, 2021.





The consolidated results of the voting for the 15<sup>th</sup> Annual General Meeting is as under:

#### **ITEM NO. 1: - Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements including the Balance Sheet and Statement for change in the Equity, profit and loss and cash flow of the Company for the financial year ended March 31, 2021 together with the Report of the Board and Auditors thereon; and the Audited Consolidated Financial Statements including the Balance Sheet and Statement for change in the equity, profit and loss and cash flow of the Company for the financial year ended March 31, 2021 together with the Report of the Balance Sheet and Statement for change in the equity, profit and loss and cash flow of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon;

## A. Vote in favour of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	99	120655361	98.8890
E-voting during AGM	09	1347495	1.1044
TOTAL	108	122002856	99.9934

#### **B.** Voted against the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	3	7990	00.0066
E-voting during AGM			
TOTAL	3	7990	00.0066

#### C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
2	22930

#### ITEM NO. 2: - Ordinary Resolution

To declare Final Dividend on equity shares for the financial year ended March 31, 2021;



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 Page | 3



# A. Vote in **favour** of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	99	120678176	98.8892
E-voting during AGM	09	1347495	1.1041
TOTAL	108	122025671	99.9933

## **B.** Voted **against** the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	4	8055	0.0067
E-voting during AGM			
TOTAL	4	8055	0.0067

## C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
1	50

# ITEM NO. 3: - Ordinary Resolution

To appoint a director in place of Mr. Devendra Jain (DIN: 02374610), who is liable to retire by rotation, being eligible and offers himself for re-appointment;

**A.** Vote in **favour** of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	91	86395941	99.9089
E-voting during AGM	08	4014	0.0046
TOTAL	99	86399955	99.9136

**B.** Voted **against** the resolution

MODE OF VOTING	NUMBER OF	NUMBER OF VOTE	5 % OF TOTAL NUMBER OF
· · · · · · · · · · · · · · · · · · ·	MEMBER VOTED	CAST BY THEM	VALID VOTES CAST
			(FAVOUR AND AGAINST)



Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II, gar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881 e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com Page | 4



COMPANY SECRETARIES

Remote e-voting	11	74699	00.0864
E-voting during AGM			
TOTAL	11	74699	00.0864

# C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
2	1343531

#### **ITEM NO. 4: - Ordinary Resolution**

To consider and ratify the remuneration of the cost auditor for the financial year 2021-22;

A. Vote in **favour** of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	100	120685301	98.8950
E-voting during AGM	09	1347495	1.1041
TOTAL	109	122032796	99.9992

## **B.** Voted **against** the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	3	930	00.0008
E-voting during AGM			
TOTAL	3	930	00.0008

# C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
1	50





COMPANY SECRETARIES

#### ITEM NO. 5: - Special Resolution

To Consider and Approve the Issuance of Non-Convertible Debentures on Private Placement Basis;

A. Vote in favour of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	63	118699336	97.7972
E-voting during AGM	08	1347490	1.1102
TOTAL	71	120046826	98.9074

**B.** Voted **against** the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	38	1326108	1.0926
E-voting during AGM	01	05	0.0000
TOTAL	39	1326113	1.0926

#### C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
3	660837

# ITEM NO. 6: - Special Resolution

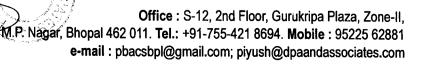
To Consider and Approve the Issuance of Commercial Paper on Private Placement Basis;

#### **A.** Vote in **favour** of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	63	118699336	97.7972
E-voting during AGM	08	1347490	1.1102
TOTAL	71	120046826	98.9074

# B. Voted against the resolution

vS





MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	38	1326108	1.0926
E-voting during AGM	01	05	0.0000
TOTAL	39	1326113	1.0926

# C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
3	660837

# ITEM NO. 7: - Special Resolution

To consider and approve the limit of INRs. 1461.00 crores under Section 185 of Companies Act, 2013 for providing loans/guarantee/ securities to the subsidiaries companies/ associates companies/private companies/JVs;

# A. Vote in favour of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	57	114126065	94.0292
E-voting during AGM	09	1347495	1.1102
TOTAL	66	115473560	95.1395

#### **B.** Voted **against** the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	44	5899379	4.8605
E-voting during AGM			
TOTAL	44	5899379	4.8605

#### C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
3	660837



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 Page | 7



## ITEM NO. 8: - Special Resolution

To consider and approve the authorization to Issue further shares;

A. Vote in **favour** of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	77	119330043	97.7845
E-voting during AGM	09	1347495	1.1042
TOTAL	86	120677538	98.8887

**B.** Voted against the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	26	1356188	1.1113
E-voting during AGM			
TOTAL	26	1356188	1.1113

# C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
1	50

#### ITEM NO. 9: - Special Resolution

To authorize the board of directors of the company to enhance the limit for creation of mortgage/charge on all or any of the movable;

# A. Vote in favour of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	58	115051990	94.7921
E-voting during AGM	09	1347490	1.1102
TOTAL	67	116399480	95.9023



# **B.** Voted **against** the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	43	4973454	4.0977
E-voting during AGM	01	05	0.0000
TOTAL	44	4973459	4.0977

## C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
3	660837

# ITEM NO. 10: - Special Resolution

To authorize Board of Directors of the Company to borrow money in excess of the paid-up capital and free reserves of the Company upto the limit of INRs 15000 Crores;

#### A. Vote in favour of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	58	115051990	94.7921
E-voting during AGM	09	1347495	1.1102
TOTAL	67	116399485	95.9023

#### **B.** Voted against the resolution

MODE OF VOTING	NUMBER OF	NUMBER OF VOTES	% OF TOTAL NUMBER OF
	MEMBER VOTED	CAST BY THEM	VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	43	4973454	4.0977
E-voting during AGM			
TOTAL	43	4973454	4.0977

## C. Invalid/Abstain votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	660837

Page | 9



#### ITEM NO. 11: - Special Resolution

To re-appoint for further term of three years and revision of the remuneration of Mr. Dilip Suryavanshi (DIN: 00039944) as the Managing Director of the Company;

A. Vote in favour of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	49	40804313	75.0622
E-voting during AGM	06	1347389	2.4786
TOTAL	55	42151702	77.5408

## B. Voted against the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	47	12208941	22.4592
E-voting during AGM			
TOTAL	47	12208941	22.4592

#### C. Invalid/Abstain votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	660943

# ITEM NO. 12: - Special Resolution

To Re-Appoint for further term of three years and revision of the remuneration of Mr. Devendra Jain (DIN: 02374610) as the whole-time director of the Company;

#### A. Vote in favour of the resolution

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST
Remote e-voting	57	73616674	85.7865
E-voting during AGM	08	4014	0.0047
TOTAL	65	73620688	85.7911

B. Voted against the resolution





COMPANY SECRETARIES

MODE OF VOTING	NUMBER OF MEMBER VOTED	NUMBER OF VOTES CAST BY THEM	% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)
Remote e-voting	44	12193179	14.2089
E-voting during AGM			
TOTAL	44	12193179	14.2089

#### C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
4	2004318

Based on the foregoing, all the resolutions as stated in the Notice of the Meeting of the Company are deemed to have been passed with the requisite majority on the date of the 15<sup>th</sup> Annual General Meeting i.e. Thursday, September 30, 2021.

The electronic data and all other relevant records of e-voting will remain are under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 15<sup>th</sup> AGM.

Thanking You,

Yours Faithfully,

For Piyush Bindal & Associates Practicing Company Secretary Firm's Registration No. S2012MP186400 Peer Review Cert. No.: 922/2020

**Pivush**Bindal Proprietor Membership No.: F6749 C. P. No. 7442

Membership No.: F6749 C. P. No. 74 UDIN: F006749C001067787 Place: Bhopal Date: 01.10.2021

urvavanshi **Countersigned by Mr** 

(Chairman of the 15<sup>th</sup> Annual General Meeting)