



**DILIP BUILDCON LIMITED**  
INFRASTRUCTURE & BEYOND

**Date: September 19, 2023**

To <b>BSE Limited</b> Listing Department P.J Tower, Dalal Street Mumbai 400 001  Stock Symbol - 540047	To, <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E), Mumbai - 400 051  Stock Symbol - DBL
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**Sub: Submission of Scrutinizer's report and Voting results of the 17<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 17<sup>th</sup> Annual General Meeting held through Video Conferencing/Other Audio-Visual Means on Monday, September 18, 2023 along with the Scrutinizer's Report.

The same will also be made available on the Company website at [www.dilipbuildcon.com](http://www.dilipbuildcon.com)

Kindly acknowledge and take the same on your record.

Thanking you

**For Dilip Buildcon Limited**

**Abhishek Shrivastava**  
Company Secretary



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](mailto:db@dilipbuildcon.co.in), Website : [www.dilipbuildcon.com](http://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 17<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,

**Subject: Consolidated Scrutinizer's Report for the remote e-voting and e-voting at the 17<sup>th</sup> Annual General Meeting of the Members of DILIP BUILDCON LIMITED held on Monday, the September 18, 2023 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 17<sup>th</sup> Annual General Meeting of the Company ("Meeting"/"AGM") held on Monday, September 18, 2023 started 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. The 17<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, 02/2021, 20/2021, 02/2022 and 10/2022 dated 08<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 05<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 08<sup>th</sup> December 2021, 05<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 respectively (collectively to referred as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13<sup>th</sup> May 2022 and Circular No. SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 issued by the Securities and Exchange Board of India ("SEBI") (collectively to refer as "SEBI Circulars").

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 : pbacsbp@gmail.com; piyush@dpaandassociates.com



**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 17<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 e-voting 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, 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 Friday, September 15, 2023 (at 9.00 A.M. IST) and ends on Sunday, September 17, 2023 (at 5.00 P.M. IST) through Link Intime India Private Limited e-voting website: <https://instavote.linkintime.co.in>.
- b) The Company has also provided 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 Link Intime India Private Limited, the e-voting data/results downloaded from e-voting system of Link Intime India Private Limited 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 11, 2023.

The consolidated results of the voting for the 17<sup>th</sup> Annual General Meeting is as under:



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

**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, 2023 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, 2023 together with the Report of the Auditors thereon

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

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	110	112500224	98.8152
E-voting during AGM	3	1343897	1.18042
<b>TOTAL</b>	<b>113</b>	<b>113844121</b>	<b>99.9957</b>

**B. Voted against the resolution**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	5	4917	00.0043
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>5</b>	<b>4917</b>	<b>00.0043</b>

**C. Invalid/Abstain votes**

<b>Total number of members whose votes were declared invalid/Abstain</b>	<b>Total number of votes cast by them</b>
<b>2</b>	<b>22887</b>

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

To declare Final Dividend on equity shares for the financial year ended March 31, 2023

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

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	112	112523124	98.8155
E-voting during AGM	3	1343897	1.1802
<b>TOTAL</b>	<b>115</b>	<b>113867021</b>	<b>99.9957</b>



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

**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	4897	0.0043
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>4</b>	<b>4897</b>	<b>0.0043</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
<b>1</b>	<b>7</b>

**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	104	78245789	99.9143
E-voting during AGM	2	416	0.0005
<b>TOTAL</b>	<b>106</b>	<b>78246205</b>	<b>99.9149</b>

**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	10	66640	0.0851
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>10</b>	<b>66640</b>	<b>0.0851</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
<b>3</b>	<b>1343528</b>



**ITEM NO. 4: - Special Resolution**

To consider and approve the re-appointment of Ms. Ratna Dharashree Vishwanathan (DIN: 07278291) for a second consecutive term of 5 (five) years w.e.f. March 30, 2024 to March 29, 2029

**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	109	112523038	98.8155
E-voting during AGM	3	1343897	1.1802
<b>TOTAL</b>	<b>112</b>	<b>113866935</b>	<b>99.9956</b>

**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	7	4983	00.0044
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>7</b>	<b>4983</b>	<b>00.0044</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
<b>1</b>	<b>7</b>

**ITEM NO. 5: - Ordinary Resolution**

To consider and ratify the remuneration of the Cost Auditor for the Financial Year 2023-24

**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	108	112510424	98.8043
E-voting during AGM	2	1343581	1.1800
<b>TOTAL</b>	<b>110</b>	<b>113854005</b>	<b>99.9843</b>



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

**B. Voted against the resolution**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	8	17597	0.0155
E-voting during AGM	1	316	0.0002
<b>TOTAL</b>	<b>9</b>	<b>17913</b>	<b>0.0157</b>

**C. Invalid/Abstain votes**

<b>Total number of members whose votes were declared invalid/Abstain</b>	<b>Total number of votes cast by them</b>
<b>1</b>	<b>7</b>

**ITEM NO. 6: - Special Resolution**

To consider and approve the issuance of Non-Convertible Debentures

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

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	106	112465606	98.7650
E-voting during AGM	3	1343897	1.1802
<b>TOTAL</b>	<b>109</b>	<b>113809503</b>	<b>99.9452</b>

**B. Voted against the resolution**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	9	62385	00.0548
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>9</b>	<b>62385</b>	<b>00.0548</b>

**C. Invalid/Abstain votes**

<b>Total number of members whose votes were declared invalid/Abstain</b>	<b>Total number of votes cast by them</b>
<b>2</b>	<b>37</b>



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

**ITEM NO. 7: - Special Resolution**

To consider and approve the issuance of Commercial Paper

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

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	105	112465605	98.7650
E-voting during AGM	3	1343897	1.1802
<b>TOTAL</b>	<b>108</b>	<b>113809502</b>	<b>99.9452</b>

**B. Voted against the resolution**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	10	62386	0.0548
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>10</b>	<b>62386</b>	<b>0.0548</b>

**C. Invalid/Abstain votes**

<b>Total number of members whose votes were declared invalid/Abstain</b>	<b>Total number of votes cast by them</b>
<b>2</b>	<b>37</b>

**ITEM NO. 8: - Special Resolution**

To consider and approve the limit of Rs. 7605.50 Crores under Section 185 of Companies Act, 2013 for providing loans / guarantee / securities to the Subsidiaries Companies / Associates Companies / any other Companies / JVs / Trust / Body Corporates

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

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	76	101299986	88.9596
E-voting during AGM	3	1343897	1.1802
<b>TOTAL</b>	<b>79</b>	<b>102643883</b>	<b>90.1398</b>

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





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

**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	39	11228028	9.8602
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>39</b>	<b>11228028</b>	<b>9.8602</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
<b>2</b>	<b>14</b>

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

To consider and approve the authorization to the Board for issuance and allotment of Equity 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	83	110152916	96.7341
E-voting during AGM	3	1343897	1.1802
<b>TOTAL</b>	<b>86</b>	<b>111496813</b>	<b>97.9143</b>

**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	32	2375075	2.0857
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>32</b>	<b>2375075</b>	<b>2.0857</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
<b>2</b>	<b>37</b>



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

**ITEM NO. 10: - Special Resolution**

To authorize the board of directors of the company for creation of mortgage/charge on all or any of the movable or immovable properties 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	83	110214539	96.7882
E-voting during AGM	3	1343897	1.1802
<b>TOTAL</b>	<b>86</b>	<b>111558436</b>	<b>97.9684</b>

**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	31	2313445	2.0316
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>31</b>	<b>2313445</b>	<b>2.0316</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
<b>3</b>	<b>44</b>

**ITEM NO. 11: - 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

**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	76	101322923	88.9797
E-voting during AGM	3	1343897	1.1802
<b>TOTAL</b>	<b>79</b>	<b>102666820</b>	<b>90.1599</b>



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

**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	11205061	9.8401
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>38</b>	<b>11205061</b>	<b>9.8401</b>

**C. Invalid / Abstain votes**

Total number of members whose votes were declared invalid / Abstain	Total number of votes cast by them
<b>3</b>	<b>44</b>


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 17<sup>th</sup> Annual General Meeting i.e. Monday, September 18, 2023.


The electronic data and all other relevant records of e-voting will remain 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 17<sup>th</sup> AGM.

Thanking You,

Yours Faithfully,

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

  
Piyush Bindal  
Proprietor  
Membership No.: F6749 C. P. No. 7442  
UDIN: F006749E001031894  
Place: Bhopal  
Date: 19.09.2023

  
Countersigned by Mr. Dilip Suryavanshi  
(Chairman of the 17<sup>th</sup> Annual General Meeting)