



DILIP BUILDCON LIMITED
INFRASTRUCTURE & BEYOND

Date: September 19, 2019

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
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Stock Symbol – DBL

Sub : Disclosure of Voting results of the 13th Annual general Meeting held on Tuesday, September 17, 2019 (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 13th Annual General Meeting of the Company was held on Tuesday, September 17, 2019 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 Scrutinizer's Report.

All the resolutions contained in the Notice of 13th 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



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

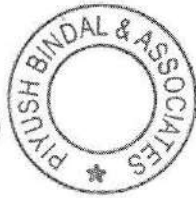
To,

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 poll through tablet voting process for the 13th Annual General Meeting of the Company held on Tuesday, September 17, 2019 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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M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881
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PIYUSH BINDAL & ASSOCIATES
COMPANY SECRETARIES

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 13th Annual General Meeting (AGM) of the Members of Dilip Buildcon Limited (the "Company") held on Tuesday, the 17th day of September, 2019 at Kwality's Motel Shiraz, Service Road, Board Office Square, Shivaji Nagar, Bhopal-462011 (MP)


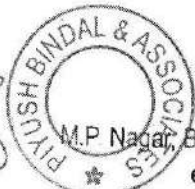
To,
The Chairman,
13th Annual General Meeting,
Dilip Buildcon Limited,
Plot No. 5, Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road, Bhopal – 462016

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 05, 2019 ('the Notice') of the 13th Annual General Meeting ('AGM') of the Members of Dilip Buildcon Limited ('the Company') held on Tuesday, September 17, 2019 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 13th AGM of the Members of the Company.
3. The Company has appointed National Securities Depository Limited ("NDSL"), 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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COMPANY SECRETARIES

Members of the Company commenced on Saturday, September 14, 2019 (09.00 a.m. IST) and ended on Monday, September 16, 2019 (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. Amit Kumar Jain, Shareholders of the Company. Their signatures are affixed below:

▪ Mr. Ram Krishna Acharya

▪ Mr. Amit Kumar Jain

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 16, 2019, 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.
- 124 (One Hundred Twenty Four only) Members had cast their votes through remote e-Voting.
- 47 (Forty Seven) 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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PIYUSH BINDAL & ASSOCIATES
COMPANY SECRETARIES

ITEM NO. 1:-

Ordinary Resolution:

- Adoption of the Audited Ind AS Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board and Auditors thereon.
- Adoption of the Audited Ind AS Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Report of the 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	120	47	167	15695860	102613214	118309074	100.0000
Against	0	0	0	0	0	0	0.0000
Total	120	47	167	15695860	102613214	118309074	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 05, 2019 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 on equity shares of Rs. 10/- each for the financial year ended March 31, 2019:

	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	124	46	166	15978260	102613194	118591454	99.9999
Against	0	1	1	0	20	20	0.0001
Total	124	47	167	15978260	102613214	118591474	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 3:-

Ordinary Resolution for Re-appointment of Mrs. Seema Suryavanshi (DIN:00039946), who retires by rotation and being eligible, offers herself for re-appointment:

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COMPANY SECRETARIES

	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	121	39	160	15970599	35600918	51571517	99.9851
Against	3	0	3	7661	0	7661	0.0149
Total	124	39	163	15978260	35600918	51579178	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 4:-

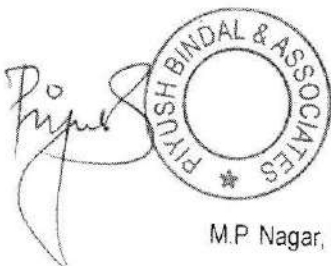
Ordinary Resolution for Re-appointment of M/S Mukund M. Chitale & Co., Chartered Accountants, Mumbai as Joint Statutory Auditor of the Company for a second consecutive term of three year and authority to fix remuneration:

	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	123	47	170	15978120	102613214	118591334	100.0000
Against	0	0	0	0	0	0	0.0000
Total	123	47	170	15978120	102613214	118591334	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated August 05, 2019 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 Ms. Ratna Dharashree Vishwanathan (DIN: 07278291), as Woman Director in the category of an Independent Director of the Company:



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COMPANY SECRETARIES

	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	122	47	169	15978191	102613214	118591405	99.99994
Against	2	0	2	69	0	69	0.00006
Total	124	47	171	15978260	102613214	118591474	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 05, 2019 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 2019-20:

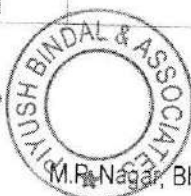
	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	123	47	170	15978256	102613214	118591470	99.99999
Against	1	0	1	4	0	4	0.00001
Total	124	47	171	15978260	102613214	118591474	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 6 of the Notice dated August 05, 2019 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. Satish Chandra Pandey (DIN:07072768) for second consecutive term of 5 (five) years w.e.f. January 23, 2020 to January 22, 2025:

	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	122	47	169	15978191	102613214	118591405	99.99994
Against	2	0	2	69	0	69	0.00006
Total	124	47	171	15978260	102613214	118591474	100.0000
Invalid / Abstained	0	0	0	0	0	0	



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COMPANY SECRETARIES

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 8:-

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	114	47	161	15865851	102613214	118479065	99.9052
Against	10	0	10	112409	0	112409	0.0948
Total	124	47	171	15978260	102613214	118591474	100.0000
Invalid / Abstained	0	0	0	0	0	0	

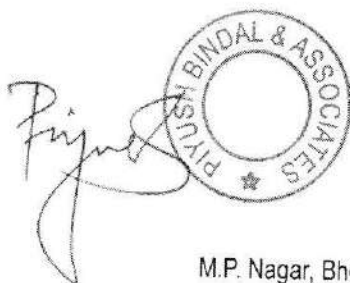
Based on the aforesaid results, Special Resolution No. 8 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 9:-

Special Resolution for 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	
In favour	114	47	161	15865851	102613214	118479065	99.9052
Against	10	0	10	112409	0	112409	0.0948
Total	124	47	171	15978260	102613214	118591474	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 9 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



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COMPANY SECRETARIES

Item No. 10:-

Special Resolution to authorise the Board of Directors to provide loan/guarantee/security to the Subsidiaries Companies/Associate Companies/Private Companies/JVs 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	57	47	104	10368628	102613214	112981842	95.2699
Against	65	0	65	5609381	0	5609381	4.7301
Total	122	47	169	15978009	102613214	118591223	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 10 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

ITEM NO. 11:-

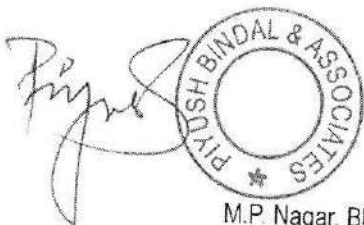
Ordinary Resolution to approve Increase in Authorised Share Capital of the Company and alteration in the Memorandum of Association:

	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	83	47	130	11799042	102613214	114412256	96.4761
Against	40	0	40	4178968	0	4178968	3.5239
Total	123	47	170	15978010	102613214	118591224	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 11 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 12:-

Special Resolution to approve the Authority to issue Further Shares:



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COMPANY SECRETARIES

	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	65	47	112	10651123	102613214	113264337	95.5082
Against	58	0	58	5326887	0	5326887	4.4918
Total	123	47	170	15978010	102613214	118591224	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 12 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 13:-

Special Resolution to Approve the Commission payable to Non-Executive Directors of the Company:


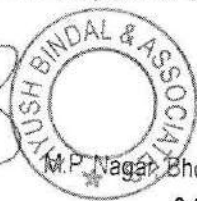
	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	119	47	166	15969299	102613214	118582513	99.9926
Against	4	0	4	8711	0	8711	0.0074
Total	123	47	170	15978010	102613214	118591224	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 13 of the Notice dated August 05, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

- In terms of the Notice for the AGM dated August 05, 2019, the members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, casted at AGM by the Members who had voted at remote e-voting, were treated as invalid.
- This report is issued in accordance with the terms of my engagement letter.

Restriction on Use

- 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

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COMPANY SECRETARIES

any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours Faithfully,


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



Proprietor
Piyush Bindal & Associates
Company Secretaries

Place: Bhopal
Date: 18.09.2019

Countersigned by
For Dilip Buildcon Limited



Chairman of the 13th AGM

