



**DILIP BUILDCON LIMITED**  
INFRASTRUCTURE & BEYOND

**Date: October 03, 2022**

To  
**BSE Limited**  
Listing Department  
P.J Tower, Dalal Street  
Mumbai 400 001

Stock Symbol – 540047/959525/959643/  
960018

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 16<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 the Voting Results in respect of the business conducted at the 16<sup>th</sup> Annual General Meeting held through Video Conferencing/Other Audio-Visual Means on Friday, September 30, 2022 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 16<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 16<sup>th</sup> Annual General Meeting of the Members of DILIP BUILDCON LIMITED held on Friday, the September 30, 2022 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 16<sup>th</sup> Annual General Meeting of the Company ("Meeting"/"AGM") held on Friday, September 30, 2022 started at 11:04 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 16<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 and 02/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 08<sup>th</sup> December 2021 and 05<sup>th</sup> May 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 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0062 dated 13<sup>th</sup> May 2022 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 16<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 ("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 Tuesday, September 27, 2022 (at 9.00 A.M. IST) and ends on Thursday, September 29, 2022 (at 5.00 P.M. IST) through LLIPL e-voting platform.
- 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 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, 2022.

The consolidated results of the voting for the 16<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, 2022 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, 2022 together with the Report of the Auditors thereon;

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e-mail : pbacsbp@gmail.com; piyush@dpaandassociates.com



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

**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	130	115817541	98.8490
E-voting during AGM	4	1344496	1.14751
<b>TOTAL</b>	<b>134</b>	<b>117162037</b>	<b>99.9965</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	3	4135	00.0035
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>3</b>	<b>4135</b>	<b>00.0035</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>
5	23108

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

To declare Final Dividend on equity shares for the financial year ended March 31, 2022;

**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	129	115840381	98.8492
E-voting during AGM	04	1344496	1.1473
<b>TOTAL</b>	<b>133</b>	<b>117184877</b>	<b>99.9965</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	4175	0.0035
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>5</b>	<b>4175</b>	<b>0.0035</b>

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e-mail : pbacsbp1@gmail.com; piyush@dpaandassociates.com



C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
4	228

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	102	80410357	98.5059
E-voting during AGM	3	1015	0.00124
<b>TOTAL</b>	<b>105</b>	<b>80411372</b>	<b>98.5071</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	29	1218573	1.4928
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>29</b>	<b>1218573</b>	<b>1.4928</b>

C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
7	1343744

ITEM NO. 4: - Ordinary Resolution

To consider and approve the appointment of Statutory Auditors 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	129	115840415	98.8492
E-voting during AGM	04	1344496	1.1473
<b>TOTAL</b>	<b>133</b>	<b>117184911</b>	<b>99.9965</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	4	4136	00.0035
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>4</b>	<b>4136</b>	<b>00.0035</b>

C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
5	233

ITEM NO. 5: - Ordinary Resolution

To consider and approve the appointment of Mr. Dilip Suryavanshi as the Chairman of the Company and designated him as the Chairman cum 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	106	47876331	95.4154
E-voting during AGM	3	1344396	2.67932
<b>TOTAL</b>	<b>109</b>	<b>49220727</b>	<b>98.0947</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	19	955994	1.90525
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>19</b>	<b>955994</b>	<b>1.90525</b>

C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
7	363



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

To consider and ratify the remuneration of the Cost Auditor for the financial year 2022-23;

**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	126	115821348	98.8330
E-voting during AGM	4	1344496	1.14729
<b>TOTAL</b>	<b>130</b>	<b>117165844</b>	<b>99.9803</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	23203	00.01980
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>7</b>	<b>23203</b>	<b>00.01980</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
5	233

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

To consider and approve the re-appointment of Mr. Malay Mukherjee (DIN: 02272425) as an Independent Director of the Company for a second consecutive term of 5 (Five) years w.e.f. February 13, 2023 to February 12, 2028;

**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	118	106878443	91.2017
E-voting during AGM	4	1344496	1.1473
<b>TOTAL</b>	<b>122</b>	<b>108222939</b>	<b>92.3490</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	15	8966108	7.6510
E-voting during AGM	--	--	0.0000
<b>TOTAL</b>	<b>15</b>	<b>8966108</b>	<b>7.6510</b>

C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
5	233

ITEM NO. 8: - Special Resolution

To consider and approve the appointment of Mr. Devendra Jain as a Managing Director and designated him as a Managing Director & CEO 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	108	80593683	92.91157
E-voting during AGM	3	1015	0.00625
<b>TOTAL</b>	<b>111</b>	<b>80594698</b>	<b>92.9178</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	23	1035247	7.0822
E-voting during AGM	--	--	0.0000
<b>TOTAL</b>	<b>23</b>	<b>1035247</b>	<b>7.0822</b>

C. Invalid/Abstain votes

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
7	1343744





**ITEM NO. 9: - 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	120	115643169	98.6809
E-voting during AGM	4	1344496	1.14729
<b>TOTAL</b>	<b>124</b>	<b>116987665</b>	<b>99.8282</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	14	201382	0.1718
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>14</b>	<b>201382</b>	<b>0.1718</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid/Abstain	Total number of votes cast by them
4	233

**ITEM NO. 10: - 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	119	115639139	98.6774
E-voting during AGM	4	1344496	1.14729
<b>TOTAL</b>	<b>123</b>	<b>116983635</b>	<b>99.8247</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	13	205382	0.1753



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

E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>13</b>	<b>205382</b>	<b>0.1753</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>
6	263

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

To consider and approve the limit of INR 5264.50 crores under section 185 of Companies Act, 2013 for providing loans / guarantee / securities to the Subsidiaries Companies / Associates Companies / any other Company / JVs / trust / Body Corporates

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

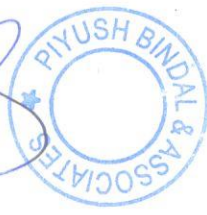
<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBER VOTED</b>	<b>NUMBER OF VOTES CAST BY THEM</b>	<b>% OF TOTAL NUMBER OF VALID VOTES CAST (FAVOUR AND AGAINST)</b>
Remote e-voting	70	101452555	86.5717
E-voting during AGM	4	1344496	1.14728
<b>TOTAL</b>	<b>74</b>	<b>102797051</b>	<b>87.7189</b>

**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	63	14391996	12.2810
E-voting during AGM	--	--	0.0000
<b>TOTAL</b>	<b>63</b>	<b>14391996</b>	<b>12.2810</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>
5	233





**ITEM NO. 12: - 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	77	110246025	94.0753
E-voting during AGM	4	1344496	1.14729
<b>TOTAL</b>	<b>81</b>	<b>111590521</b>	<b>95.22259</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	56	5598526	4.7774
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>56</b>	<b>5598526</b>	<b>4.7774</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	233

**ITEM NO. 13: - Special Resolution**

To consider and approve the commission payable to non-executive directors of the Company in case of loss or inadequate profit incurred by 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	121	115803924	98.8180
E-voting during AGM	4	1344496	1.14729
<b>TOTAL</b>	<b>125</b>	<b>117148420</b>	<b>99.9653</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)
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**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

Remote e-voting	12	40627	0.03466
E-voting during AGM	--	--	--
<b>TOTAL</b>	<b>12</b>	<b>40627</b>	<b>0.03466</b>

**C. Invalid/Abstain votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	233


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 16<sup>th</sup> Annual General Meeting i.e. Friday, September 30, 2022.

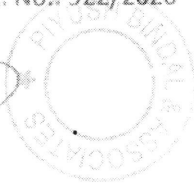
The electronic data and all other relevant records of e-voting will remain under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 16<sup>th</sup> AGM.

Thanking You,

Yours Faithfully,

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

  
Piyush Bindal  
Proprietor  
Membership No.: F6749 C. P. No. 7442  
UDIN: F006749D001114009  
Place: Bhopal  
Date: 03.10.2022



**Countersigned by Mr. Dilip Suryavanshi**  
(Chairman of the 16<sup>th</sup> Annual General Meeting)