



DILIP BUILDCON LIMITED
INFRASTRUCTURE & BEYOND

Date: September 11, 2017

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
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Sub : Disclosure of Voting Result of Postal Ballot (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 has reference to our letter dated August 14, 2017 enclosing the Postal Ballot Notice along with the explanatory statement and polling paper, seeking the consent of the members by way of special resolution vide postal ballot / electronic voting with respect to the following items of business:

Item No.	Item Details
1	Special Resolution:- To enhance the limit for creation of Mortgage/Charge on all or any of the movable or immovable properties of the Company upto Rs. 11,000 Crore.
2	Special Resolution:- Change in utilisation of the IPO (Initial Public Offering) proceeds as varied from the purpose and timelines as mentioned in the Prospectus dated August 5, 2016.
3	Special Resolution:- Divestment by way of sale, transfer or disposal of either partly or wholly the shareholding in the specified wholly owned subsidiaries of the Company (formed in the nature of Special Purpose Vehicles (SPVs)) to one or more potential investors and/or dilution of shareholding percentage in the said SPVs.

The details of voting result of the Postal Ballot (including voting by electronic means) in respect of above mentioned special resolutions are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the resolutions contained in the Notice of Postal Ballot have been passed by the members of the Company with requisite majority effective from September 11, 2017.

Please find enclosed the voting results of Postal Ballot along with Scrutinizer's report. The same will also be made available on the Company's website at www.dilipbuildcon.com

This is for your information and records.

Thanking You

For Dilip Buildcon Limited


Abhishek Srivastava
Company Secretary



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.co.in



PIYUSH BINDAL & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

The Chairman
DILIP BUILDCON LIMITED
CIN: L45201MP2006PLC018689
Plot No. 5, Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road, Bhopal-462 016 (Madhya Pradesh)

Scrutinizer's Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions as contained in the Postal Ballot Notice dated 2nd August, 2017

Dear Sir,

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 postal ballot voting process including remote e-Voting process in respect of resolutions as contained in the Postal Ballot notice dated August 02, 2017.

The Company had given Notice pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions as mentioned therein are proposed to be passed by the Members through postal ballot/electronic voting (e-voting).

To enable wider participation of shareholders, the Company had in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, provided e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form(s) by post.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to all its members. Members desiring to opt for e-voting as per the facilities arranged by the Company were requested to access e-Voting website www.evotingindia.com. The Company has uploaded the resolution together with the explanatory statement on which e-Voting is required and for generating Electronic Voting Event Number (EVSN) by the service provider. Necessary instructions in this regard to be followed by the members of the Company have also been duly mentioned in Postal Ballot Notice.

The Company has informed that, on the basis of the Register of Members made available by the depository i.e. Central Depository Services (India) Limited ("CDSL"), it had dispatched Notice of the AGM on 12th August, 2017 by e-mail / post to 18601 members who has registered their e-mail-ids / postal address with the Company / Depository along with postal ballot form to record their assent (for) or dissent (against) therein and return the same duly completed in all aspects in the Self Addressed Business Reply Envelope.



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The Company has fixed Monday, September 11, 2017, 05.00 p.m. at the last day and time for receipt of Postal Ballot forms by Scrutinizer. The e-Voting period for Postal Ballot commenced on Sunday, August 13, 2017 (09.00 a.m. IST) and ended on Monday, September 11, 2017 (05.00 p.m. IST).

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on verification of data provided by Central Depository Services (India) Limited ("CDSL") from the e-voting system and postal ballots received through post till the time fixed for closing of the voting process i.e. till 05 p.m. on Monday, September 11, 2017.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 05 p.m. on Monday, September 11, 2017, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evotingindia.com> of CDSL. Based on such reports generated by CDSL and relied upon by me, data regarding the e-votes was scrutinized.
2. The postal ballots received by post by Company till the time fixed for closing of the Postal Ballot i.e. 05 p.m. on Monday, September 11, 2017, were scrutinized and reconciled with the records maintained by the Company through CDSL and the authorizations lodged with the Company.
3. **133 (One Hundred & Thirty Three only) Members had cast their votes through remote e-Voting.**
4. **17 (Seventeen) Members had sent Postal Ballots through Self Addressed Business Reply Envelope.**

The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in Postal Ballot Notice, is as under:

SPECIAL RESOLUTION - ITEM NO.1

To enhance the limit for creation of mortgage/ charge on all or any of the movable or immovable properties of the company

Postal Ballot Voting	Number of members			Number of votes contained in			% of total number of valid votes cast
	Physical	Remote e-voting	Total	Physical	Remote e-voting	Total	
In favour	17	93	110	3320	116917793	116921113	98.7434
Against	0	40	40	0	1487930	1487930	1.2566
Total	17	133	150	3320	118405723	118409043	100.0000
Invalid / Abstained	0	0	0	0	0	0	0.00



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SPECIAL RESOLUTION - ITEM NO. 2

Change in utilization of the IPO (Initial Public Offering) proceeds as varied from the purpose and timelines as mentioned in the Prospectus dated August 5, 2016:

Postal Ballot Voting	Number of members			Number of votes contained in			% of total number of valid votes cast
	Physical	Remote e-voting	Total	Physical	Remote e-voting	Total	
In favour	16	120	136	3270	118404799	118408069	99.9992
Against	1	13	14	50	924	974	0.0008
Total	17	133	150	3320	118405723	118409043	100.0000
Invalid / Abstained	0	0	0	0	0	0	0.00

SPECIAL RESOLUTION - ITEM NO. 3

Divestment by way of sale, transfer or disposal of either partly or wholly the shareholding in the specified wholly owned subsidiaries of the Company (formed in the nature of Special Purpose Vehicles (SPVs)) to one or more potential investors and/or dilution of shareholding percentage in the said SPVs:

Postal Ballot Voting	Number of members			Number of votes contained in			% of total number of valid votes cast
	Physical	Remote e-voting	Total	Physical	Remote e-voting	Total	
In favour	17	88	105	3320	114697542	114700862	96.8683
Against	0	45	45	0	3708181	3708181	3.1317
Total	17	133	150	3320	118405723	118409043	100.0000
Invalid / Abstained	0	0	0	0	0	0	0.00

Notes:

- i. Based on the Data furnished to me and verified by me as above, all the aforesaid resolutions contained in postal ballot Notice are passed with requisite majority of the shareholders as specified under the Companies Act, 2013.
- ii. The figure in Percentage has been rounded off to 4 decimal points.
5. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.



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6. This report is issued in accordance with the terms of my engagement letter.

Restriction on Use

7. 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 CDSL. 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.

Thanking You,

Yours Faithfully,

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

Proprietor
Piyush Bindal & Associates
Company Secretaries