



**DILIP BUILDCON LIMITED**  
INFRASTRUCTURE & BEYOND

**Date: September 29, 2018**

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


**Sub: Outcome of the Proceedings of 12<sup>th</sup> Annual General Meeting held on September 28, 2018**

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclose herewith summary of the proceedings of 12<sup>th</sup> Annual General Meeting of the Company held on September 28, 2018 at Kwality's Motel Shiraz, Service Road, Board Office Square, Shivaji Nagar, Bhopal, Madhya Pradesh 462011.

We request you to kindly take above information on your record and oblige.

**For and on behalf of**  
**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



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**SUMMARY OF PROCEEDINGS OF THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF DILIP BUILDCON LIMITED HELD ON SEPTEMBER 28, 2018**

**Venue:-** Kwality's Motel Shiraz, Service Road, Board Office Square, Shivaji Nagar, Bhopal, Madhya Pradesh 462011.

Time: 11.00 am

**Sitting on the dais:-**

|                           |                           |
|---------------------------|---------------------------|
| Mr. Dilip Suryavanshi     | Managing Director         |
| Mrs. Seema Suryavanshi    | Whole time Director       |
| Mr. Devendra Jain         | Whole time Director & CEO |
| Mr. Satish Chandra Pandey | Independent Director      |
| Mr. Malay Mukherjee       | Independent Director      |
| Mr. Vijay Chhibber        | Independent Director      |
| Mr. Amogh Kumar Gupta     | Independent Director      |
| Mr. Ashwini Verma         | Independent Director      |
| Mr. Raja Ghosh            | Chief Financial officer   |
| Mr. Abhishek Shrivastava  | Company Secretary         |

Mr. Abhishek Shrivastava, Company Secretary of the Company has welcomed all the members present to the 12<sup>th</sup> Annual General Meeting of the Company. Further, he informed the shareholders of the Company that Shri Dilip Suryavanshi, Managing Director of the Company will preside over the meeting as Chairman in accordance with Article no.16.3 of the Articles of Association of the Company.

**Chairman**

Shri Dilip Suryavanshi, Chairman and Managing Director of the Company, occupied the chair and welcome all the members present to the 12<sup>th</sup> Annual General Meeting of the Company.

**Member attendance and Quorum :**

Shri. Dilip Suryavanshi, Chairman and Managing Director of the Company informed the members that more than 31(Thirty One) members present in person including Authorised Representative, conduct the proceedings of this meeting. He further informed that 1 (one) proxy is present at the meeting. The quorum being present and the meeting was called to order.

The Chairman informed the members that the Register of Directors' and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements in which Directors are interested are open for inspection and same are accessible during the meeting. The register of proxy is also available for inspection. Further, the documents referred in the explanatory statement of the Notice of Annual General Meeting are available for inspection during the meeting.

The chairman acknowledged the attendance of the Statutory Auditors, Mukund M. Chitale & Co., Chartered Accountants, Mumbai M/s MSG Associates and M/s Piyush Bindal & Associates, Practicing Company Secretary, Bhopal .

**Chairman Speech**

The chairman delivered his speech highlighting the performance of the Company and his vision for the future Growth of the Company. He sincerely thanked the shareholder for their support, co-operation, blessings, trust and wishes for the Company.



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**FORMAL PROCEEDINGS OF THE MEETING:**

The Chairman then took up the formal proceedings of the meeting. With the concurrence of the members, the Notice of 12<sup>th</sup> Annual General Meeting and Board's Report for the financial year 2017-18 was taken as read. He further informed that as required under the Companies Act, 2013 rules framed there under and the listing regulations, the Company has provided all the members the facility to cast their vote electronically in all resolutions that were in the notice of AGM. The remote e-voting was commenced from Tuesday, September 25, 2018 (9.00 a.m. IST) to Thursday, September 27, 2018 (5.00 p.m. IST) and in view of this, the voting by show of hand was dispense with. However, the members who have not cast their votes electronically who are present in this meeting will have the opportunity to cast their vote at the time of Annual General Meeting through Polling paper. The Polling paper has been provided to all the shareholders along with the Annual Report of the Company. The members who have cast their vote by remote e-voting prior to the meeting shall not be entitled to cast their vote again. The Board of Directors have appointed CS Piyush Bindal, Practicing Company Secretary as the Scrutiniser to supervise the e-voting and Polling paper process.

He informed the members that as he is interested in item no. 11 and 12, hence requested the members to elect the Chairman for the said business items and with the concurrence of present members in the Annual General Meeting, Mr. Devendra Jain was elected as the chairman for the said business items.

Further, he further informed that Mr. Devendra Jain, Whole-time Director of the Company was also being interested in item no. 3 and 13.

He requested to Mr. Abhishek Shrivastava, Company Secretary of the Company to read the qualifications, reservation or adverse remark mentioned in the Auditor's Report and Secretarial Auditor's Report.

Mr. Abhishek Shrivastava, Company Secretary informed the members that the Joint Statutory Auditors of the Company i.e Mukund M. Chitale & Co., Chartered Accountants, Mumbai and M/s MSG & Associates, Chartered Accountants, Bhopal, and M/s Piyush Bindal & Associates, Practicing Company Secretary have given their unqualified opinion report for the financial year 2017-18 and there are no qualifications, observations or comments on the financial transaction or matters which have any adverse effect on the functioning of the Company.

With the concurrence of the members the Auditors' Report and Secretarial Audit Report was taken as read.

Thereafter, the following resolutions was discussed as set out in the Notice convening the Annual General Meeting .

| Item no.                 | Item Description  | Resolution Type |
|--------------------------|---|-----------------|
| <b>ORDINARY BUSINESS</b> |   |                 |
| 1.                       | a) Adoption of the Audited IndAS Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board and Auditors thereon ;<br><br>b) Adoption of the Audited IndAS Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Report of the Auditors thereon. | Ordinary        |
| 2                        | Declaration of Dividend for the financial year ended March 31, 2018.  | Ordinary        |



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|                         |   |          |
|-------------------------|---|----------|
| 3.                      | Re-appointment of Mr. Devendra Jain (DIN:02374610), who retires by rotation.  | Ordinary |
| 4.                      | Fixation of the remuneration payable to M/s Mukund M. Chitale & Co., Chartered Accountants, Mumbai and M/s MSG & Associates, Chartered Accountants, Bhopal, Joint Statutory Auditors of the Company for the financial Year 2018-19. | Ordinary |
| <b>SPECIAL BUSINESS</b> |   |          |
| 5.                      | Appointment of Mr. Malay Mukherjee (DIN: 02272425), as Director in the category of an Independent Director of the Company.  | Ordinary |
| 6.                      | Fixation of the remuneration of M/s Yogesh Chourasia & Associates, Cost Accountants, Bhopal, Cost Auditor of the Company for the Financial Year 2018-19.  | Ordinary |
| 7.                      | Re-appointment of Mr. Aditya Vijay Singh (DIN: 03585519) as Director in the category of an Independent Director of the Company for second consecutive term of five years and will continue after attaining the age of 75 years.     | Special  |
| 8.                      | Re-appointment of Mr. Ashwini Verma (DIN: 06939756) as Director in the category of an Independent Director of the Company, for second consecutive term of five years.   | Special  |
| 9.                      | Re-appointment of Mr. Amogh Kumar Gupta (DIN: 06941839), as Director in the category of an Independent Director of the Company for second consecutive term of five years.   | Special  |
| 10.                     | Approval for the continuation of Mr. Satish Chandra Pandey (DIN: 07072768) holding the office of directorship in the category of an independent Director for his remaining tenure who has attained the age of 78 years.             | Special  |
| 11.                     | Re-appointment of Mr. Dilip Suryavanshi (DIN: 00039944) for a further period of three years as the Chairman and Managing Director of the Company.   | Special  |
| 12.                     | Re-appointment of Mrs. Seema Suryavanshi, (DIN: 00039946) as Whole- time Director of the Company for a further period of three years .  | Special  |
| 13.                     | Re-appointment of Mr. Devendra Jain, (DIN: 02374610) as Whole time Director of the Company for a further period of three years .  | Special  |
| 14.                     | To authorise the Board of Directors of the Company to enhance the limit for creation of Mortgage/Charge on all or any of the movable or immovable properties of the Company upto the limit of Rs. 13,000 Crores.                    | Special  |
| 15.                     | To authorise the 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 Rs. 13,000 Crores.  | Special  |
| 16.                     | Issuance of Non-Convertible Debentures on Private Placement basis.  | Special  |
| 17.                     | Issuance of Commercial Paper on Private Placement basis.  | Special  |
| 18.                     | To approve Default Conversion of Loan into Equity.  | Special  |



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|    |  |         |
|----|--|---------|
| 19 | To authorise the Board of Directors to provide loan/guarantee/make investment/security to the Subsidiaries Companies/Associate Companies/Private Companies under section 185 of Companies Act, 2013. | Special |
| 20 | To approve issue of further shares to meet out the Minimum Public Shareholding of the Company.   | Special |

Thereafter, he invited the members who would like to ask questions or to make their comments, give suggestions and seek clarifications, if any on the above business items as set out in the Notice of 12<sup>th</sup> Annual General Meeting. None of the members has raised any queries related to the aforesaid business items.

**CONDUCT OF VOTING THROUGH POLLING PAPER:-**

The chairman requested all the members to cast their vote on the aforementioned resolutions through polling paper.

Thereafter, the member's cast their vote through polling paper.

Further, the Chairman informed the members that the combined results of remote e voting and voting through poll at the venue of Annual General Meeting along with the Scrutiniser's Report will be placed on the Company's website and on website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within forty eight hours of the conclusion of the Annual General Meeting of the Company and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

The Chairman thanked all the members present for smooth conduct of the meeting.

The meeting concluded at 01.15 pm.

With this, the 12<sup>th</sup> Annual General Meeting concluded with a vote of thanks to the chair.

For and on behalf of  
Dilip Buildcon Limited

**Dilip Suryavanshi**  
Managing Director  
DIN: 00039944



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