



DILIP BUILDCON LIMITED  
INFRASTRUCTURE & BEYOND

**April 01, 2026**

To  
**BSE Limited**  
Listing Department  
P.J Tower, Dalal Street  
Mumbai – 400001  
Stock Symbol -540047

To  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G  
BandraKurla Complex,  
Bandra [E], Mumbai – 400051  
Stock Symbol –DBL

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated April 01, 2026, along with the Explanatory Statement.

The e-voting facility will be available during the following period:

Commencement of e-voting:	<b>9:00 a.m. (IST) on Thursday, April 02, 2026</b>
End of e-voting:	<b>5:00 p.m. (IST) on Friday, May 01, 2026</b>

Further, the Postal Ballot Notice is also available on the website of the Company: [www.dilipbuildcon.com](http://www.dilipbuildcon.com)

We hereby request you to take the above-said item on your record.

**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)



## Dilip Buildcon Limited

(CIN: L45201MP2006PLC018689)

Regd. Office: Plot No. 5, Inside Govind Narayan Singh Gate, Chuna Bhatti,  
Kolar Road, Bhopal (M.P)- 462016

Email Id: db@dilipbuildcon.co.in, website: www.dilipbuildcon.com

Tel. No. 0755-4029999, Fax No. 0755-4029998

### POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Dilip Buildcon Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, pursuant to applicable provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (**"the Companies Act"** or **"the Act"**), read with the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and Secretarial Standards – 2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India (ICSI), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, read with the Circulars issued from time to time by the Ministry of Corporate Affairs (**"MCA"**), including the General Circular No. 03/2025 dated 22nd September, 2025 (the **"MCA Circulars"**) and the Circulars issued from time to time by the Securities and Exchange Board of India (**"SEBI"**) (the **"SEBI Circulars"**).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (**"MUFG"**), the Company's Registrar and Transfer Agent RTA/ MUFG Intime/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through Remote e-Voting system. The detailed procedure for Remote e-Voting forms part of the 'Notes' section to this Notice. Eligible Members whose e-mail address is not registered with the Company/Depositories, may get the notice of the Postal Ballot available on the website of the Company at www.dilipbuildcon.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our e-Voting agency at www.in.mpms.mufg.com.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Company has provided Remote e-Voting facility only, to the Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged MUFG as the agency to provide Remote e-Voting facility. Voting rights of the Members shall be in proportion to the shares held by them in the share capital of the Company as on **Friday, March 27, 2026** ('Cut-off date') The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process starting from **9:00 a.m. (IST) on Thursday, April 02, 2026** and not later than 5:00 p.m. (IST) on **Friday, May 01, 2026** Remote e-Voting will be disabled by MUFG immediately thereafter and will not be allowed beyond the said date and time.

## PROPOSED RESOLUTIONS – SPECIAL BUSINESS:

### Item No.1:

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH KARIMNAGAR-WARANGAL HIGHWAYS LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **Karimnagar-Warangal Highways Limited**, (a subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,325.00 Crores (Rupees One Thousand Three Hundred Twenty-Five Crore only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

### Item No.2

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL BHOPAL SOLAR LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Bhopal Solar Limited**, (a step down subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,210.00 Crores (Rupees One thousand two hundred ten crore only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **Item No.3**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL DHAR SOLAR LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Dhar Solar Limited**, (a step down subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,165.00 Crores (Rupees One Thousand One Hundred Sixty-Five Crore Only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **Item No.4**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL GUNA SOLAR LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors

to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Guna Solar Limited**, (a step down subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,220.00 Crores (Rupees One Thousand Two Hundred Twenty Crores Only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### **Item No.5**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL MANDSAUR SOLAR LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Mandsaour Solar Limited**, (a step down subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,355.00 Crores (Rupees One thousand three hundred fifty-five crore only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### Item No.6

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL MANDVI RATLAM RENEWABLE LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Mandvi Ratlam Renewable Limited**, (a step down subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,130.00 Crores (Rupees One Thousand One Hundred Thirty Crores Only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### Item No.7

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL RAJGARH SOLAR LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Rajgarh Solar Limited**, (a step down subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,390.00 Crores (Rupees One Thousand Three Hundred Ninety Crore Only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and

such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **Item No.8**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL SUKHEDA RATLAM SOLAR LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Sukheda Ratlam Solar Limited**, (a step down subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,415.00 Crores (Rupees One Thousand Four Hundred Fifteen Crore Only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **Item No.9**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL VIDISHA SOLAR LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Vidisha Solar Limited**, (a step down subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and

conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,255.00 Crores (Rupees One thousand two hundred fifty-five crore only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### **Item No.10**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL POWER TRANSMISSION PROJECTS PRIVATE LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Power Transmission Projects Private Limited** (a wholly owned subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs.1,850.00 Crores (Rupees One Thousand Eight Hundred Fifty Crore only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### **Item No.11**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL RENEWABLE PRIVATE LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to enter into and/or to continue to enter into contracts/arrangements/ transactions whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL Renewable Private Limited** (a wholly owned subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs. 2,500.00 Crores (Rupees Two thousand five hundred Crore only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **Item No.12**

#### **TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DBL ERCP BANDH BARETHA PRIVATE LIMITED UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015**

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation/approval of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors in addition to the existing limit approved by the members vide Resolution dated January 17, 2026, to enter into contracts/arrangements/ transactions of sale, purchase or supply of goods or services or any other similar business transaction and trade advances whether by way of an individual transaction or a series of transactions taken together, the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules, with **DBL ERCP Bandh Baretha Private Limited** (a subsidiary which is also a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregated value not exceeding **Rs. 900.00 Crores (Rupees Nine hundred Crore only)** for a period as required by the Lenders and/or completion of the Project and the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**Item No.13**

**TO CONSIDER AND APPROVE THE LIMIT OF RS. 3785.50 CRORES UNDER SECTION 185 OF COMPANIES ACT, 2013 FOR PROVIDING ANY LOANS FOR THE FINANCIAL YEAR 2026-27**

To consider, and, if thought fit, authorise the Board for giving loan(s) to any Subsidiary Companies and/or Associate Companies (whether public or private company) and/ or Joint Venture and/ or Trust and/ or Body Corporate(s) or group entity of the Company and to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to any entity which is a Subsidiary Companies and/or Associate Companies (whether public or private company) and/ or Joint Venture and/ or Trust and/ or Body Corporate(s) or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding **Rs. 3785.50 crores (Rupees Three thousand seven hundred eighty-five crore and fifty lakh Only)** for financial year 2026-27, in one or more tranches, in its absolute discretion deem beneficial and in the best interest of the Company, provided that such loans are utilized for principle business activities.

**RESOLVED FURTHER THAT** Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters, and things, in its absolute discretion, as may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors in the interest of the Company.”

**By Order of the Board of Directors  
of Dilip Buildcon Limited**

**Sd/-  
Abhishek Shrivastava  
Company Secretary**

**Place : Bhopal  
Date : : April 01, 2026  
Registered Office  
Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal (M.P.)462016  
CIN: L45201MP2006PLC018689  
Tel No: 0755-4029999  
Email Id: db@dilipbuildcon.co.in  
Website: www.dilipbuildcon.com**

## NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. In accordance with the MCA Circulars and the SEBI Listing Regulations, this Postal Ballot Notice is being sent only through electronic mode to those members who have registered their email address with their Depository Participant(s) ("DPs") or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, March 27, 2026** ("Cut-off Date") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company to cast their votes electronically. The Company has appointed MUFG Intime India Private Limited (MUFG) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting"). The instructions for e-voting are provided as part of this Notice.
5. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only.
6. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.dilipbuildcon.com](http://www.dilipbuildcon.com), the website of MUFG Intime India Private Limited : [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
7. The Instructions and other information relating to e-voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.
8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or to Company's Registrar & Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (hereinafter referred as 'RTA/MUFG Intime') at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai – 400 083, in case the shares are held by them in physical form.
9. The Board of Directors has appointed M/s Piyush Bindal & Associates, Practicing Company Secretaries (Membership No. FCS 6749; CP No. 7442), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.
10. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before **Monday, May 04, 2026**, and will be displayed on the Company's website at [www.dilipbuildcon.com](http://www.dilipbuildcon.com) and the website of MUFG at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com). The results will simultaneously be communicated to the Stock Exchanges.
11. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Friday, May 01, 2026**.
12. After sending the notice of Postal Ballot through email, an advertisement will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to investor@dilipbuildcon.co.in mentioning his / her / its folio number / DP ID and Client ID.

14. Members who have not registered their email addresses, may request to register the same:

Demat Shareholders	The shareholders are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the DP.
Physical Shareholders	Write an e-mail with request letter mentioning name, folio number, scan copy of self-attested PAN, cancelled cheque leaf bearing name of the Member and copy of physical share certificate to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a> . Or visit <a href="https://web.in.mpms.mufg.com/EmailReg/Email_Register.html">https://web.in.mpms.mufg.com/EmailReg/Email_Register.html</a> and follow the registration process as guided therein.

### **Login method for Individual shareholders holding securities in demat mode:**

#### **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - NSDL OTP based login**

- Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **METHOD 2 - NSDL IDeAS facility**

#### **Shareholders registered for IDeAS facility:**

- Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Shareholders not registered for IDeAS facility:**

- To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



##### **METHOD 3 - NSDL e-voting website**

- Visit URL: <https://www.evoting.nsd.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - CDSL Easi/ Easiest facility**

##### **Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

#### **STEP 1: LOGIN / SIGNUP on InstaVote**

##### **Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".  
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
  - o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
  - o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).  
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**NOTE:** Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

**Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.

- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
  - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
  - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

### STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

## HELPEDESK:

### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.

### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body / Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body / Mutual Fund" tab
- Further Click on "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

## General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

15. The e-voting period commences on **Thursday, April 02, 2026 at 9:00 A.M.** and ends on **Friday, May 01, 2026 at 5:00 P.M.** The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares, as on the cut-off date, being **Friday, March 27, 2026**, may cast their vote by electronic means. Once the members cast the vote, thereafter, the member shall not be allowed to change it subsequently.
16. The voting rights of the members shall be in proportion to their shares held by them in the Company, as on **Friday, March 27, 2026**.
17. The Scrutinizer will submit the results to the Chairman or any authorised person of the Company after completion of the scrutiny of the e-voting and the results of the voting by Postal Ballot will be announced on or before **Monday, May 04, 2026**.
18. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website [www.dilipbuildcon.com](http://www.dilipbuildcon.com), also on the website of MUFG and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.
19. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business mentioned in this Postal Ballot Notice is given below:

### ITEM NO. 1 to 12:

Pursuant to the provisions of the Regulation 23 of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'), require prior approval of shareholders by means of an **Ordinary Resolution** for all material related party transaction(s), if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) the thresholds specified in Schedule XII of the regulations, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also widened the definition of "related party transaction" to include, *inter alia*, a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

### Details of the transactions for Item No. 1 to 11

For execution of the Projects, the wholly owned subsidiary, subsidiary, step down subsidiary shall require financial assistance and for this purpose, DBL being its ultimate Parent Company it is commercially expedient for the Company to enter into transactions with its Promoter and Holding Company in the ordinary course of business and providing support to wholly owned subsidiary, subsidiary, step down subsidiary by making investment, providing unsecured loans as well as providing security and Guarantee (including but not limited to corporate guarantee, performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company to secure the bank limits or various other guarantees or as may be required by any Authority or lenders for execution of the Project and sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

DBL may enters into various transactions with wholly owned subsidiary, subsidiary, step down subsidiary in the form of making Investment, providing Loans, providing Security, various Guarantee (including corporate guarantee and performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company guarantees, or security creation for and on behalf of wholly owned Subsidiary, Subsidiary, step down Subsidiary to enable lenders to extend the necessary financial assistance which will enable wholly owned Subsidiary, Subsidiary, step down Subsidiary for the effective execution and long-term sustainability of the Project, for project execution or bridging working capital gaps, for timely and uninterrupted execution of the Project, and to assure lenders and authority for performance and repayment obligations.

### Details of the transactions for Item No. 12

The Company, being the parent company of DBL ERCP Bandh Baretha Private Limited, enters into various operational and business transactions with its Promoter and Holding Company in the ordinary course of business.

In order to facilitate smooth business operations and execution of projects, the Company is required to enter into contracts/arrangements/transactions with its Promoter and Holding Company for sale, purchase or supply of goods or services or other similar business transactions and trade advances, whether by way of an individual transaction or a series of transactions taken together.

The Members of the Company had earlier approved, by way of resolution dated January 17, 2026, a limit of **Rs. 1,650.00 Crores** for entering into such contracts/arrangements/transactions with the Promoter and Holding Company for making investment, providing unsecured loans as well as providing security and Guarantee (including but not limited to corporate guarantee, performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company to secure the bank limits or various other guarantees or as may be required by any Authority or lenders for execution of the Project..

Considering the operational requirements and expected volume of transactions, based on the approval of the Audit Committee, the Board of Directors of the Company in its meeting held on February 09, 2026 and February 10, 2026 respectively, has approved, subject to the approval of the Members, an additional limit of **Rs. 900.00 Crores**, over and above the existing approved limit, for entering into such contracts/arrangements/transactions with the Promoter and Holding Company in the ordinary course of business and on an arm's length basis.

Such RPT with DBL ERCP Bandh Baretha Private Limited, would derive various benefits to the Company, including efficient treasury and liquidity management, access to flexible funding support from the Promoter and Holding Company, revenue generation, cost optimization through shared infrastructure and centralized services, economies of scale, enhanced brand recognition, improved negotiation power for insurance and other arrangements, and efficient deployment of surplus funds.

Accordingly, the approval of the Members is sought to enable the Company to enter into such contracts/arrangements/transactions, whether by way of an individual transaction or a series of transactions taken together, for an additional aggregate limit of **Rs. 900.00 Crores**, for sale, purchase or supply of goods or services or other similar business transactions and trade advances, in addition to the existing approved limit of Rs. 1,650.00 Crores for making investment, providing unsecured loans as well as providing security and Guarantee (including but not limited to corporate guarantee, performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company.

The aggregate of such transaction(s) for **Item No. 1 to 12** is likely to cross the applicable materiality thresholds as provided in Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangement(s) / transaction(s) / contract(s) proposed to be undertaken by the Company with the wholly owned Subsidiary, Subsidiary, step down Subsidiary, whose value may exceed the materiality threshold as provided in Regulation 23 of the SEBI Listing Regulations, considering the best interest of the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Further, Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated 14 February, 2025 and by further updates on circular(s) has introduced the Industry Standards on "**Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction**" ("**Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations.

The Audit Committee at its meeting held on **9<sup>th</sup> February, 2025** has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

The Audit Committee has reviewed all necessary information and granted approval for entering into the RPTs between the Company and wholly owned subsidiary, subsidiary, step down subsidiary for an aggregate value not exceeding **Rs. 16,715 Crores** to be entered for making investment, providing loans, providing Security, Guarantee (including performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company in favour of lender(s) or security trustee(s) in connection with credit facilities availed or to be availed or in favour of any Authority for execution of the Project. While approving the RPTs, the Audit Committee has reviewed the certificates provided by the CEO and CFO of the Company as required under the Industry Standards on RPT and has also determined that the promoters will not benefit from the proposed RPTs at the expense of public shareholders. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. These RPTs were also placed before the Board of Directors on a voluntary basis and the same were approved by the Board.

Considering the above requirements, **Resolution No.1 to 12** is recommended by the Board to the Members for their approval as an **Ordinary Resolution** along with necessary details on the proposed RPTs provided in this Statement. None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution. However, they may be deemed to be interested financially or otherwise to the extent of their shareholding in such Company, if any.

**Encl: Disclosure in accordance with Industry Standards on Minimum Information to be provided to the Shareholders for Approval of Related Party Transactions (RPTs)" ("RPT Industry Standards") – Annexure-I**

**Item No. 13**

The Board has considered that pursuant to Section 185 of the Companies Act, 2013 and in the ordinary course of business; the Company may advance any loan including any loan represented by a book debt, to the Subsidiary Companies and/or Associate Companies (whether public or private company) and/ or Joint Venture and/ or Trust and/ or Body Corporate(s) or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested, for their business necessity from time to time.

The Board has considered that the Company is eligible to give any loans where any or all the directors are interested, subject to the requirement for approval of the members by way of special resolution and that the amount any loans should be utilized by such Companies for their principal business activities.

Hence, in order to conduct the smooth operations of the business and align with the various legislations, policies, guidelines laid down by various statutory authorities/lenders and other operational business requirements of the Subsidiary Companies and/or Associate Companies (whether public or private company) and/ or Joint Venture and/ or Trust and/ or Body Corporate(s) or group entity of the Company and on the basis of recommendation of Audit Committee, the Board of Directors of the Company has proposed to obtain approval of the shareholders by way of special resolution under section 185 of the companies Act, 2013 as contained in the notice of the Extraordinary General Meeting for an amount of Rs. **3785.50** Crores (Rupees Three Thousand Seven Hundred Eighty-Five Crores and Fifty Lakhs Only) for financial year 2026-27 in one or more tranches at any time and the said loan given by the Company shall be utilized for the principal business activities of the recipient Company(ies).

**The details of limits are as under:**

Sr. No.	Name of Companies	Current Status	Purpose of giving loan	Rate of Interest	Limits for FY 2026-27 (Rs. in crores)
1	Dharmapuri – Salem Thoppur ghat limited	Wholly Owned Subsidiary	To meet the routine/principal Business activities of the Company	Interest will be charged as per the provision of the Companies Act, 2013, if applicable, as amended from time to time	110.00
2	DBL Power Transmission Projects Private limited	Wholly Owned Subsidiary			117.00
3	DBL Renewable Private limited	Wholly Owned Subsidiary			150.00
4	Sannur Bikarnakette Highways Limited	Subsidiary			165.00
5	Bangarupalem Gudipala Highways Limited	Subsidiary			183.00
6	Raipur-Visakhapatnam-CG-2 Highways Limited	Subsidiary			130.00
7	Maradgi S Andola-Baswantpur Highways Limited	Subsidiary			168.50
8	Urga – Pathalgaon Highways Limited	Subsidiary			95.00
9	Mehgama-Hansdiha Highways Limited	Subsidiary			110.00
10	Karimnagar-Warangal Highways Limited	Subsidiary			110.00
11	Bengaluru-Vijayawada Expressway Package-1 Limited	Subsidiary			75.00
12	Bengaluru-Vijayawada Expressway Package-4 Limited	Subsidiary			9.00
13	Bengaluru-Vijayawada Expressway Package-7 Limited	Subsidiary			199.00
14	DBL-VPR Mining Private Limited	subsidiary			105.00
15	DBL Pachhvara Coal Mine Private Limited	subsidiary			49.00
16	DBL Power Project Private limited	subsidiary			50.00
17	DBL APMPL Solar Power Private Limited	subsidiary			450.00
18	DBL Bhopal Solar Limited	Step down Subsidiary			750.00
19	DBL Dhar Solar Limited	Step down Subsidiary			25.00
20	DBL Guna Solar Limited	Step down Subsidiary			25.00

21	DBL Mandsaur Solar Limited	Step down Subsidiary			25.00
22	DBL Rajgarh Solar Limited	Step down Subsidiary			25.00
23	DBL Shajapur Solar Limited	Step down Subsidiary			25.00
24	DBL Sukheda Ratlam Solar Limited	Step down Subsidiary			25.00
25	DBL Vidisha Solar Limited	Step down Subsidiary			25.00
26	DBL Mandvi Ratlam Renewable Limited	Step Down Subsidiary			25.00
27	DBL Neemuch Renewable Limited	Step Down Subsidiary			25.00
28	Aarneel Technocrafts Private Limited	other than subsidiary & JVs			25.00
29	Dilip Mass Communication Private Limited	other than subsidiary & JVs			25.00
30	Genex Hotels Private Limited	other than subsidiary & JVs			10.00
31	Genex Lake View Residency Hotel Private Limited	other than subsidiary & JVs			25.00
32	Suryavanshi Minerals Private Limited	other than subsidiary & JVs			25.00
33	DNN Media Communication Private Limited	other than subsidiary & JVs			5.00
34	Dilip Buildcon Limited - Varaha Infra Limited (Ambala)	JV			5.00
35	Dilip Buildcon - Varaha Infra Limited (Varanshi)	JV			60.00
36	DBL DECO (JV)	JV			10.00
37	DBL DECO (JV)	JV			5.00
38	DBL - MBZ (JV)	JV			5.00
39	DBL-SRBG (JV)	JV			5.00
40	DBL-AHC (JV)	JV			5.00
41	HCC-DBL (JV)	JV			5.00
42	DBL-HCC (JV) Sahibganj	JV			5.00
43	DBL-HCC (JV) Bhadbhut	JV			5.00
44	DBL SIPL (JV)	JV			5.00
45	DBL PEL (JV)	JV			5.00
46	DBL VKMCPL JV	JV			5.00
47	DBL-HCC (JV) ISD	JV			5.00
48	DBL RBL (JV)	JV			5.00
49	DBL-PSP (JV)	JV			5.00
50	Poondiyankuppam Highways Limited	JV			5.00
51	Mekhali Power Transmission Limited	Acquisition is under process			200.00
52	Other (unidentified companies/not yet incorporated /through acquisition companies / Body corporate / JV's / any other person not mentioned above or otherwise)	-			75.00
	<b>Total</b>				<b>3785.50</b>

The Board recommends as a Special Resolution set forth in Item No. 13 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives or any of other official(s) of the Company are financially interested, as set out at Item no. 13 as a Special Resolution. however, they may be deemed to be interested financially or otherwise to the extent of their directorship or the shareholding in such Companies, if any.

**By Order of the Board of Directors  
of Dilip Buildcon Limited**

**Sd/-  
Abhishek Shrivastava  
Company Secretary**

**Place: Bhopal**

**Date: April 01, 2026**

**Registered Office**

**Plot No. 5, Inside Govind Narayan Singh Gate,**

**Chuna Bhatti, Kolar Road, Bhopal (M.P.)462016**

**CIN: L45201MP2006PLC018689**

**Tel No: 0755-4029999**

**Email Id: db@dilipbuildcon.co.in**

**Website: www.dilipbuildcon.com**

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PART A														
<b>A(1). Basic details of the related party</b>														
1	Name of the related party	Karimnagar-Warangal Highways Limited	DBL Power Transmission Projects Private Limited	DBL Renewable Private Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited	DBL ERCP Bandh Baretha Private Limited	
2	Country of incorporation of the related party	India	India	India	India	India	India	India	India	India	India	India	India	
3	Nature of business of the related party	Infrastructure	Infrastructure	Solar	Solar	Solar	Solar	Solar	Solar	Solar	Solar	Solar	Infrastructure	
<b>A(2). Relationship and ownership of the related party</b>														
1	Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Subsidiary	Wholly Owned subsidiary	Wholly Owned subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	subsidiary	
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	53.68	100	100	100	100	100	100	100	100	100	-	74	
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i> <i>While calculating indirect shareholding, shareholding held by relatives 3shall also be considered.</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>A(3). Details of previous transactions with the related party</b>														
1	Total amount of all the transactions undertaken by the listed entity i.e DBL or subsidiary (in case DBL is not a party) with the related party during the last financial year. (Rs. In Cr)	467.9682	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
	Nature of Transactions	Contract Receipt and	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
	FY 20xx-20xx (INR)	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	2024-25	
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. In CR)	225.156	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
<b>A(4). Amount of the proposed transaction(s)</b>														
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee. (Rs. In Cr.)	1325	1850	2500	1390	1415	1220	1355	1165	1255	1210	1130	900	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? <i>Note : material transaction means a transaction(s) which individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.</i>	Yes	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year ( preceding FY 2024-25)	11.71	16.35	22.09	12.28	12.50	10.78	11.97	10.29	11.09	10.69	9.99	7.95	



**Part B**

	Name of the Related party	Karimnagar-Warangal Highways Limited	DBL Power Transmission Projects Private Limited	DBL Renewable Private Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandasaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited	DBL ERCP Bandh Baretha Private Limited
<b>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>													
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")
2	Basis of determination of price.	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</b>													
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time
5	Maturity / due date	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand
6	Repayment schedule & terms	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities
<b>B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary</b>													
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies	Internal Accruals	Internal Accruals	Internal Accruals	-	-	-	-	-	-	-	-	-

Approved by members on 17.01.2026

2	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	Approved by members on 17.01.2026
3	Purpose for which funds shall be utilized by the investee company	Principal Business Activities	Principal Business Activities	Principal Business Activities	-	-	-	-	-	-	-	-	-	
4	Material terms of the proposed transaction	Funds will be infused as & when required	Funds will be infused as & when required	Funds will be infused as & when required	-	-	-	-	-	-	-	-	-	
<b>B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.</b>														
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	To fulfill the financial obligation of the lender	Approved by members on 17.01.2026
	(b) Whether it will create a legally binding obligation on listed entity? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	763	600	1000	640	640	570	630	540	580	560	530		







4	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.												
5	Peer Comparison:												
	Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:												