



DILIP BUILDCON LIMITED
INFRASTRUCTURE & BEYOND

Date: September 5, 2018

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

Stock Symbol - 540047

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
BandraKurla Complex,
Bandra (E), Mumbai - 400 051

Stock Symbol - DBL

Dear Sir/Madam,

Subject: Notice of the 12th Annual General Meeting (AGM) of the Company to be held on Friday, September 28, 2018

Please find enclosed herewith the Notice of the 12th Annual General Meeting (AGM) to be held on Friday, September 28, 2018. Further the Notice of 12th AGM and Annual Report for the Financial Year 2017- 18 has been uploaded on the Company's website i.e. <http://www.dilipbuildcon.com>.

This is for your information and record.

Yours Sincerely
For Dilip Buildcon Limited


Abhishek Srivastava
Company Secretary



Regd. Office :

Plot No. 5, Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road, Bhopal - 462 016 (M.P.)
Ph. : 0755-4029999, Fax : 0755-4029998

E-mail : db@dilipbuildcon.co.in, Website : www.dilipbuildcon.com



DILIP BUILDCON LIMITED

CIN: L45201MP2006PLC018689

Regd. Office: Plot No. 5, Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road, Bhopal 462 016, Madhya Pradesh
Email :db@dilipbuildcon.co.in; Website: www.dilipbuildcon.com
Tel: +91 755 4029999; Fax: +91 755 4029998

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Dilip Buildcon Limited will be held at Kwalitiy's Motel Shiraz, Service Road, Board Office Square, Shivaji Nagar, Bhopal, Madhya Pradesh 462011 on Friday, September 28, 2018 at 11.00 a.m. to transact the following Businesses: -

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the Audited IndAS Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Board and Auditors thereon; and
 - b. the Audited IndAS Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon;
2. To declare dividend on equity shares for the financial year ended March 31, 2018;
3. To appoint a Director in place of Mr. Devendra Jain (DIN: 02374610), who retires by rotation and being eligible, offer himself for re-appointment;
4. To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the provisions of section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of the Audit Committee, the Company do hereby authorise the Board of Directors of the Company to fix the remuneration plus applicable taxes and reimburse all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company, for the financial Year ended on March 31, 2019 and onwards, payable to M/s Mukund M. Chitale & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No.106655W) and M/s MSG & Associates, Chartered Accountants, Bhopal (ICAI Firm

Registration No. 010254C), Joint Statutory Auditors of the Company.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification (s), the following as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Malay Mukherjee (DIN: 02272425), who was appointed as an Additional Director (in the category of Independent Director) of the Company by the Board of Directors with effect from February 13, 2018, in terms of section 161(1) of the Companies Act, 2013 and Article 20.3 of the Articles of Association of the Company and whose term of office, as an additional director of the Company, expires at this Annual General Meeting of the Company, being eligible for appointment and has furnished a declaration under Section 149(7), be and is hereby appointed as an Independent Director of the Company for the period of 5 (five) years with effect from February 13, 2018 to February 12, 2023, and during the period, he shall not be liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the Company hereby approves the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actuals, as approved by the Board of Directors on the recommendation of Audit Committee, to be paid to M/s. Yogesh Chourasia & Associates, Cost Accountants,

Bhopal (ICWAI Firm Registration No.000271) appointed by the Board of Directors as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ended March 31, 2019.”

7. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the Regulation 17(1A) of the SEBI (LODR) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions, if any, Mr. Aditya Vijay Singh (DIN: 03585519), will be attaining the age of 75 years on October 22, 2019 and who was appointed as an Independent Director for a term of five years to hold office up to March 31, 2019 and being eligible, and have submitted a declaration for fulfilling the criteria of independence and approved by the Nomination and Remuneration Committee be and is hereby re-appointed as an Independent Director of the Company, for a second consecutive term of 5 (five) years, w.e.f. April 1, 2019 to March 31, 2024 and he shall not be liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions, if any, Mr. Ashwini Verma (DIN: 06939756), who was appointed as an Independent Director and who holds office as an Independent Director up to August 4, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second consecutive term of 5 (five) years, w.e.f. August 5, 2019 to August 4, 2024.”

9. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the

SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions, if any, Mr. Amogh Kumar Gupta (DIN: 06941839), who was appointed as an Independent Director and who holds office as an Independent Director up to August 4, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second consecutive term of 5 (five) years, w.e.f. August 5, 2019 to August 4, 2024.”

10. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the Regulation 17(1A) of the SEBI (LODR) (Amendment) Regulations, 2018 which will be effective from April 1, 2019 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions, if any, approval of the Members of the Company be and is hereby granted to Mr. Satish Chandra Pandey (DIN: 07072768) who has attained the age of 78 years on May 11, 2018 and for continuation of holding the office of director in the category of an independent Director for his remaining tenure, till January 22, 2020.”

11. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Dilip Suryavanshi (DIN: 00039944) as the Managing Director and also designated as Chairman of the Company for a further term/period of 3 (three) years w.e.f. August 26, 2018, on the remuneration and perquisites payable to him and other terms and conditions as set out below and he shall not be liable to retire by rotation.”

Salary, perquisites and Allowances together with Retirals:

1. Salary: Rs. 1,00,00,000/- (Rupees One Crore Only), per month. However, total salary subject to the provisions of 197 and 198 of the Companies Act, 2013.
2. Commission: In addition to the salary, allowances and perquisites in the years in which the Company has sufficient profit, the appointee shall be paid commission on the annual net profits of the Company as may

be decided by the Nomination and Remuneration Committee, Audit Committee and/or Board of Directors at the end of each financial year computed in the manner laid down under section 198 of the Companies Act, 2013 and subject to the ceiling laid down under sections 196 and 197 of the Companies Act, 2013 on the total remuneration.

All perquisites, commission, if any, together with expenditure incurred for the Chairman and Managing Director shall not exceed total amount of salary.

The Managing Director shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) **Provident Fund:** The Company's contribution to the Provident Fund, Superannuation Fund (or other benefit permissible in lieu thereof) or annuity fund as per the rules of the Company and the same will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** At such rate which is payable to other employees of the company or in the alternative the Managing Director may join Group gratuity- cum life assurance scheme and avail the benefit of such scheme. Gratuity to be payable at the rate of half month's salary for each completed years of service or such rate which have been prescribed at the time of retirement.
- c) **Leave:** On full pay as per the rules of the company but not exceeding one month leave for every completed year of service and leave encashment as per the rules of the company.
- d) **Key Man Insurance and Directors Obligation Insurance policy:** Insurance Policy Premium on actual basis.
- e) **Car:** Free use of car with driver for official purposes.
- f) **Phone:** Free use of telephone (Mobile and land line), Fax, and Internet connection at residence of the Managing Director with provision of the computer at residence for the use of Company's business purpose.

The Managing Director shall be paid and / or reimbursed all reasonable out of pocket / entertainment expenses incurred by him in the course of discharging duties as the Managing Director of the Company."

"RESOLVED FURTHER THAT during the currency of the tenure of the Managing Director where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to the Managing Director minimum remuneration by way of salary and perquisites as specified above as per relevant applicable provisions of law including provisions as contained in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide breakup of the salary and to do all such acts, deeds, matters and things as may be necessary desirable or appropriate to give effect to this Resolution for and on behalf of the Company."

12. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to re-appoint Mrs. Seema Suryavanshi (DIN: 00039946) as the Whole-time Director of the Company for a further term/ period of 3 (three) years w.e.f. August 26, 2018, on the remuneration and perquisites payable to her and other terms and conditions as set out below and liable to retire by rotation."

Salary, perquisites and Allowances together with Retirals:

1. **Salary:** Rs. 16,66,666/- (Rupees Sixteen Lakhs Sixty Six Thousand Six Hundred Sixty Six Only) per month. However, total salary shall not exceed the limit prescribed u/s.197 and 198 of the Companies Act, 2013.
2. **Commission:** In addition to the salary, allowances and perquisites in the years in which the Company has sufficient profit, the appointee shall be paid commission on the annual net profits of the Company as may be decided by the Nomination and Remuneration and Audit Committee and/or Board of Directors at the end of each financial year computed in the manner laid down under Section 198 of the Companies Act, 2013 and subject to the ceiling laid down under Sections 196 and 197 of the Companies Act, 2013 on the total remuneration.

All perquisites and commission if any, together with expenditure incurred for the Whole-time Director shall not exceed total amount of salary.

The Whole-time Director shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) **Provident Fund:** The Company's contribution to the Provident Fund, Superannuation Fund (or other benefit permissible in lieu thereof) or annuity fund as per the rules of the Company and the same will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** At such rate which is payable to other employees of the company or in the alternative the Whole-time Director may join Group gratuity- cum life assurance scheme and avail the benefit of such scheme. Gratuity to be payable at the rate of half month's salary for each completed years of service or such rate which have been prescribed at the time of retirement.
- c) **Leave:** On full pay as per the rules of the company but not exceeding one month leave for every completed year of service and leave encashment as per the rules of the company.
- d) **Key Man Insurance and Directors Obligation Insurance policy:** Insurance Policy Premium on actual basis.
- e) **Car:** Free use of car with driver for official purposes.
- f) **Phone:** Free use telephone (Mobile and land line), Fax, and Internet connection at residence of the Whole-time Director with provision of the computer at residence for the use of Company's business purpose.

The Whole-time Director shall be paid and /or reimbursed all reasonable out of pocket / entertainment expenses incurred by her in the course of discharging duties as a Whole-time Director of the Company."

"RESOLVED FURTHER THAT during the currency of the tenure of the Whole-time Director where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to the Whole-time Director minimum remuneration by way of salary and perquisites as specified above as per relevant applicable provisions of law including provisions as contained in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide breakup of the salary and

to do all such acts, deeds, matters and things as may be necessary desirable or appropriate to give effect to this Resolution for and on behalf of the Company."

13. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Devendra Jain (DIN: 02374610) as a Whole-time Director of the Company for a further term/ period of 3 (three) years w.e.f. August 26, 2018, on the remuneration and perquisites payable to him and other terms and conditions as set out below and liable to retire by rotation."

Salary, perquisites and Allowances together with Retirals:

1. **Salary:** Rs. 91,66,666/- (Rupees Ninety One Lakhs Sixty Six Thousand Six Hundred Sixty Six only) per month. However, total salary shall not exceed the limit prescribed u/s.197 and 198 of the Act.
2. **Commission:** In addition to the salary, allowances and perquisites in the years in which the Company has sufficient profit, the appointee shall be paid commission on the annual net profits of the Company as may be decided by the Nomination and Remuneration and Audit Committee and/or Board of Directors at the end of each financial year computed in the manner laid down under Section 198 of the Act and subject to the ceiling laid down under Sections 196 and 197 of the Act on the total remuneration.

All perquisites, commission if any, together with expenditure incurred for the Whole-time Director (including the designation of Chief Executive Officer) shall not exceed total amount of salary.

The Whole-time Director and Chief Executive Officer shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) **Provident Fund:** The Company's contribution to the Provident Fund, Superannuation Fund (or other benefit permissible in lieu thereof) or annuity fund as per the rules of the Company and the same will

not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- b) **Gratuity:** At such rate which is payable to other employees of the company or in the alternative the Whole-time Director and Chief Executive officer may join Group gratuity- cum life assurance scheme and avail the benefit of such scheme. Gratuity to be payable at the rate of half month's salary for each completed years of service or such rate which have been prescribed at the time of retirement.
- c) **Leave:** On full pay as per the rules of the company but not exceeding one month leave for every completed year of service and leave encashment as per the rules of the company.
- d) **Key Man Insurance and Directors Obligation Insurance policy:** Insurance Policy Premium on actual basis.
- e) **Car:** Free use of car with driver for official purposes.
- f) **Phone:** Free use of telephone (Mobile and land line), Fax, and Internet connection at residence of the Whole-time Director and Chief Executive officer with provision of the computer at residence for the use of Company's business purpose.

The Whole-time Director and Chief Executive officer shall be paid and /or reimbursed all reasonable out of pocket / entertainment expenses incurred by him in the course of discharging duties as the Whole-time Director and Chief Executive officer of the Company."

"RESOLVED FURTHER THAT during the currency of the tenure of the Whole-time Director and Chief Executive officer where in any financial year, the Company has no profits or its profits are inadequate, the Company do pay to the Whole-time Director and Chief Executive officer minimum remuneration by way of salary and perquisites as specified above as per relevant applicable provisions of law including provisions as contained in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide break up of the salary and to do all such acts, deeds, matters and things as may be necessary desirable or appropriate to give effect to this Resolution for and on behalf of the Company."

14. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and all other provisions of applicable laws, if any, the approval of members be and is hereby accorded to the board of directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to create a charge and/or mortgage and/or hypothecation over any of its movable and / or immovable properties and other assets of the Company, wherever situated, whether present and future, or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a charge and/ or mortgage , on such terms and conditions, at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion deems fit, on the whole or substantially the whole of the Company's any one or more of the undertaking(s) of the Company, to or in favour of any bank(s) or other financial institutions, non-banking financial companies, investment institutions, firms, mutual funds, asset management companies, body(ies) corporate or any other person(s) (the "Lenders") or trustees of such Lenders or otherwise, to secure non-convertible debentures by way of private placement or public issue or otherwise/rupee term loans/ bonds, commercial paper or other instruments together with interest thereon at the agreed rates, costs, charges, expenses and all other amounts payable by the Company to the Lenders or trustees of the Lenders acting on behalf of and for the benefit of the Lenders under their respective agreements to be entered into by the Company in respect of the said borrowings up to an equivalent aggregate value not exceeding Rs. 13,000 Crores (Rupees Thirteen Thousand Crores only) at any point of time."

"RESOLVED FURTHER THAT the securities to be created by the Company may rank prior/paripassu/ subservient with/to the mortgages, lien, hypothecation and/or charges already created or to be created by the Company as may be agreed to between the concerned parties from time to time"

"RESOLVED FURTHER THAT the approval of members be and is hereby accorded to the Board for the creation of

such as mortgages, charges, hypothecation and any other securities to or in favour of such Lenders/trustees of the Lenders and the Board be and is hereby authorised to finalize with the Lenders/ trustees of the Lenders all the documents for creating the aforesaid mortgages, charges, hypothecations and/or any other security and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds, matters and things as may be necessary or ancillary or expedient or incidental thereto and to sign and execute all such documents as may be necessary for giving effect to the above resolution”.

15. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** 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 be deemed to include any committee thereof) in terms of provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and all other provisions of applicable laws, if any, to borrow any sums of money from time to time, at its discretion, from financial and other institutions, banks, non-banking financial companies, foreign institutions, mutual funds, asset management companies, firms, bodies corporate or any other persons or combination thereof whether by way of fund based (cash credit)/ non fund based (inland or foreign letter of credit/ bank guarantee), working capital limits, term loans, overdrafts, advances or deposits, issuance of debentures by way of private placement or public issue or otherwise, bonds, commercial paper or other instruments or bills discounting or otherwise and whether unsecured or secured by way of mortgage, charge, hypothecation, lien or pledge over the Company’s assets and properties and whether in full or in part being movable or immovable, current assets and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained by the Company from its bankers in the ordinary course of business), will or may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, i.e. reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any point in time exceed the limit of Rs. 13,000 Crores (Rupees Thirteen Thousand Crores only).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lenders/ trustees of the Lenders all the documents for such borrowings and to

accept any terms and conditions and modifications thereto, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds, matters and things as may be necessary or ancillary or expedient or incidental thereto and to sign and execute all such documents as may be necessary for giving effect to the above resolution.”

16. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the regulations issued by the Securities and Exchange Board of India (“SEBI”) including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, (if applicable) and the regulations, norms, circulars, guidelines, clarifications, notifications prescribed or issued by the Reserve Bank of India, from time to time (if applicable) and other applicable provisions, if any, and subject to the provisions of the memorandum of association and the articles of association of the Company, approval of the members be and is hereby accorded to the board of directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) to offer or invite subscriptions for secured / unsecured redeemable, non- convertible debentures, in one or more series/ tranches, of an aggregate nominal value up to Rs. 1,000 Crores (Rupees One Thousand Crores only), on private placement basis, to such persons and on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

“**RESOLVED FURTHER THAT** the said limit of Rs. 1,000 Crores (Rupees One Thousand Crores only) shall be within the overall borrowing limit approved by the members under Section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and matters concerning thereto, connected therewith and incidental thereto, the

Board is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient and to resolve and settle all questions and difficulties that may arise in the proposed issue/ offer and allotment of any of the aforesaid debentures/securities, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

17. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION** :

“**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the regulations issued by the Securities and Exchange Board of India (“SEBI”) including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and the regulations, norms, circulars, guidelines, clarifications, notifications prescribed or issued by the Reserve Bank of India, from time to time and other applicable provisions, if any, and subject to the provisions of the articles of association of the Company, the consent of the members of the Company be and are hereby accorded to the board of directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) to borrow from time to time, by issuance of Commercial Papers (“CPs”), on private placement basis with a view to augment the business of the Company, upto an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) with or without earmarking of the working capital limit on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be.”

“**RESOLVED FURTHER THAT** the said limit of Rs. 1000 Crores (Rupees One Thousand Crores only) shall be within the overall borrowing limit approved by the members under Section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

18. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules made thereunder and other applicable laws, if any, and in terms of the various loan arrangements between the Company and its banks/ financial institutions (the “Lenders”), approval be and is hereby granted to the Company for financial assistance of amounts as approved by the shareholders of the Company from time to time by way of various credit facilities (hereinafter referred to as the “Facility”), on the following terms:

- (i) On the Company committing a default of payment of interest or repayment of any instalments of the loan or interest thereon or any default of any of the terms of the loan agreement, the Company to provide, inter alia, to the Lenders the right to convert, at its option an amount corresponding to the defaulted amounts of the loans and other amounts due and payable, either in part or full into fully paid-up equity shares of the Company, at par or at a price to be determined as per prevalent SEBI guidelines or in conformity with the provisions of Applicable Laws (“Conversion Right”) in the manner specified in a notice in writing to be given by the Lenders to the Company (“Notice of Conversion”). In such Notice of Conversion the Lenders shall stipulate the amount which it intends to convert into equity as also the date on which such conversion shall take place (“Date of Conversion”).
- (ii) On receipt of the Notice of Conversion, the Company shall issue and allot the requisite number of fully paid-up equity shares to the Lenders from the Date of Conversion and the Lenders shall accept the same in satisfaction of the amount so stipulated in the Notice of Conversion. The amount so converted shall cease to carry interest and/or further interest as from the Date of Conversion and the amount of the loans and other amounts due and payable shall stand correspondingly reduced. The equity shares so issued and allotted to the Lenders shall carry, from the Date of Conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company and the said equity shares so allotted to the Lenders shall rank *pari passu* with the existing equity shares of the Company in all respects.

(iii) The Conversion Right may be exercised by the Lenders on one or more occasions during the currency of the loans at its sole discretion.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and do such acts and things as may be necessary to give effect to the above resolution.”

19. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 185, 186 and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to all other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, 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 be deemed to include any committee thereof) to give unsecured loans, advances, and to provide guarantee or security to any of subsidiary companies and/or Associate Companies (whether public or private company, SPV, Joint Venture or other than SPV)/ Trust/Body Corporate(s) for providing Loans (whether funded or non funded) by any Bank, Financial Institution, NBFC, Company or other bodies corporate for providing financial support as per the requirement of the lenders/Government authorities and business necessity not exceeding to Rs. 4100 Crores (Four Thousand One Hundred Crores) in one or more tranches and the said loan/ guarantee/security given by the Company shall be utilised for the principal business activities of the recipient company(ies).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, 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 to be in the interest of the Company.”

20. To consider and if thought fit, to pass with or without modification(s), the following as a **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force, the “Act”), the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act), the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules notified by the Central Government under the Act, the Foreign Exchange Management Act, 2000 (the “FEMA”), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (“Debt Listing Regulations”), the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the “GoI”), the Reserve Bank of India (the “RBI”), and the Securities and Exchange Board of India (the “SEBI”) the Stock Exchanges, Ministry of Corporate Affairs (“MCA”), the Registrar of Companies, Gwalior at and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the stock exchanges on which the Company’s shares are listed (the “Listing Agreements”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, GoI or of concerned statutory and any other authorities as may be required in this regard and further subject to

such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, such number of equity shares of the Company of face value of Rs. 10/- each with or without voting/ special rights (“Equity Shares”), Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, Qualified Institutional Placement (“QIP”) and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to Qualified Institutional Buyers (“QIBs”) as defined under the SEBI ICDR Regulations, 2009 in accordance with Chapter VIII of the SEBI ICDR Regulations, 2009 as amended from time to time, whether they be holders of Equity Shares of the Company or not (the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores Only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of

Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and / or underwriter(s) and / or other advisor(s), in foreign currency and/ or equivalent Indian Rupees as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate (the “Issue”).”

“RESOLVED FURTHER THAT in accordance with Chapter VIII of the SEBI ICDR Regulations, 2009.”

- (a) the Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations and other applicable laws;
- (b) the total amount raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, should not, exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year; and
- (c) the Board may, in accordance with applicable laws, also offer a discount of not more than 5% or such other discount as permitted under applicable laws on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions: (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and (b) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of such Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution, or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT any issue of Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR

Regulations (the “QIP Floor Price”), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.”

“**RESOLVED FURTHER THAT** in the event Equity Shares are proposed to be issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of such Equity Shares.”

“**RESOLVED FURTHER THAT** in the event convertible Securities are proposed to be issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing such convertible Securities shall be the date of the meeting in which the Board decides to open the proposed issue of such convertible Securities.”

“**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:”

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares and the price as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of equity shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event

or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the

Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary /Chief Financial Officer or

other persons authorized by the Board for obtaining all approvals, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

By order of the Board

Place: Bhopal
Date: August 14, 2018

Sd/-
Abhishek Shrivastava
Company Secretary

170 of Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

- n. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
 - o. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID viz. investor@dilipbuildcon.co.in to enable the Investors to register their complaints, if any.
 - p. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
- Further pursuant to the amendment in Regulation 40 of SEBI (LODR) Regulations, 2015, as amended on June 8, 2018, has mandated that transfer of securities would be carried out in dematerialized form only. Hence, it is requested to all the Members holding the shares in physical form to dematerialise the same on or before December 5, 2018.
- q. The relevant Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business under item nos. 5 to 20 of the accompanying notice is annexed hereto. Explanatory Statement in respect of Item No. 4 is also furnished voluntarily as annexure to this notice.
 - r. A route map showing directions to reach the venue of the 12th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on “General Meetings”.
 - s. Attendance slip, Proxy form, Polling paper, and the route map of the venue of the Meeting are annexed hereto.
 - t. **The procedure and instructions for voting through electronic means are as follows :**

Step I : Login to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. **Visit the e-Voting website of NSDL.** Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. **Once the home page of e-Voting system is launched,** click on the icon “Login” which is available under ‘Shareholders’ section.
3. **A new screen will open.** You will have to enter your User ID, your Password and a **Verification Code** as shown on the screen.

Alternatively, if you are registered for **NSDL eservices i.e. IDEAS**, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to piyush@dpaandassociates.com, with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Step II: Cast your vote electronically on NSDL e-Voting system How to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step I, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote. The "EVEN" for Dilip Buildcon Limited is 108952.
4. Now you are ready for e-Voting as the Voting page opens.

SECTION B - OTHER INSTRUCTIONS RELATED TO REMOTE E-VOTING:

- i) In Compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and pursuant to the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members.
- ii) Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the time of Annual General Meeting, either

through electronic voting system or polling paper, as may be decided by Chairman of the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- iii) The e-voting period commences on Tuesday, September 25, 2018 (9.00 a.m. IST) and ends on Thursday, September 27, 2018 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e the Thursday, September 20, 2018 may cast their vote electronically. The e- voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast their vote again.
- iv) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date. As per the Secretarial Standard SS-2 on General Meetings 'cut-off date' means a date not earlier than 7 days before the date of general meeting.
- v) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date, may follow the procedures and instruction mentioned above for remote e-voting. However, if the members are already registered with NSDL for remote e-voting then they can use their existing user ID and password for casting their vote. In case members have any queries or issues regarding e- Voting, they may refer to the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in.
- vi) CS Piyush Bindal, Practicing Company Secretary, Proprietor of M/s Piyush Bindal & Associates (Membership No. FCS 6749; CP No. 7442) S-12, 2nd Floor, Gurukripa Plaza, Zone -II, M.P. Nagar, Bhopal - 462011 has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- vii) The Scrutiniser shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make a Consolidated Scrutiniser's Report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. The results declared along with the Scrutiniser's Report shall be placed on the Company's website and on website of NSDL at www.evoting.nsdl.com within forty eight hours of the conclusion of the Annual General

Meeting of the Company and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed

- viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix) Electronic copy of the Annual Report 2017-18 is being sent to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2017-18 is being sent in the permitted mode. Members may also note that the notice of the 12th Annual General Meeting and Annual Report for 2017-18 will also be available on the Company's website at www.dilipbuildcon.com. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m.
- x) Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):
The provisions of Section 125(2) of the Act do not apply as there was no dividend available for transfer to the Investor Education and Protection Fund (IEPF).

Annexure to the notice of Annual General Meeting
(Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013)

Item No. 4

This Explanatory Statement is provided voluntarily, as a good corporate governance practice, though not required as per Section 102 of the Act.

M/s. Mukund M. Chitale & Co, Chartered Accountants, Mumbai (ICAI Firm Registration No. 106655W) and M/s MSG & Associates, Chartered Accountants, Bhopal (ICAI Firm Registration No. 010254C) were appointed as Joint Statutory Auditors of the Company for a term of five years at the Annual General Meeting (AGM) of the Company held on 25th September, 2014 and 11th September, 2017 respectively .

Further the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting has been omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi.

M/s. Mukund M. Chitale & Co, Chartered Accountants, Mumbai and M/s MSG & Associates, Chartered Accountants, Bhopal fulfils the conditions as specified in the Companies Act, 2013 and has submitted their eligibility certificate to the Company and also meets the criteria as specified in section 141 of the Companies Act, 2013.

Pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors of the Company has considered to fix the remuneration payable to M/s Mukund M. Chitale & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No.106655W) and M/s MSG & Associates, Chartered Accountants, Bhopal (ICAI Firm Registration No. 010254C), Joint Statutory Auditors of the Company, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company for the financial Year ended on March 31, 2019.

Accordingly, approval of the Members is being sought for the proposal contained in the Resolution set out at Item No. 4 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in anyway concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the Notice as an **Ordinary Resolution**.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5

Mr. Malay Mukherjee (DIN:02272425) was appointed as an Additional Director (in the category of Independent Director) of the Company with effect from February 13, 2018. In terms of Section 161(1) of the Companies Act, 2013, Mr. Malay Mukherjee holds office as an Additional Director upto the date of this Annual General Meeting. As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, Mr. Malay Mukherjee is being proposed to be appointed as an

Independent Director of the Company for the period of 5 (five) years with effect from February 13, 2018 to February 12, 2023. Pursuant to the provisions of the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015, and after completion of first term of his appointment, he may re-appoint for second term.

Mr. Malay Mukherjee is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director (in the category of Independent Director). Further, the Company has also received declaration from Mr. Malay Mukherjee that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Malay Mukherjee fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent to the management. The copy of the letter of appointment of Mr. Malay Mukherjee as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

Details of Mr. Malay Mukherjee are provided in the "Annexure A" to the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Malay Mukherjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Malay Mukherjee as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Malay Mukherjee, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 5 as an **Ordinary Resolution**.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Amendment Rules, 2014 ('the Rules') the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on August 14, 2018 has approved the appointment of M/s Yogesh Chourasia & Associates, Cost Accountants, Bhopal (ICWAI Firm Registration No. 000271), as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ended March 31, 2019 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actuals, subject to approval by the members in the Annual General Meeting.

M/s Yogesh Chourasia & Associates, Cost Accountants, Bhopal has furnished certificate regarding their eligibility for appointment as Cost Auditor of the Company. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 6 of the Notice for approval of remuneration payable to the Cost Auditor for the Financial Year ended March 31, 2019.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the resolution as set out at Item No. 6 of the Notice as an **Ordinary Resolution**.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

Item No. 7

Mr. Aditya Vijay Singh (DIN: 03585519) was appointed as an Independent Director of the Company for a term of 5 years up to March 31, 2019 ("first term").

Based on the performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of Directors considered his experience and contribution made by him during his tenure, the continued association of Mr. Aditya Vijay Singh

would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Aditya Vijay Singh as an Independent Director of the Company and not be liable to retire by rotation.

As per provisions of the Companies Act, 2013, Mr. Aditya Vijay Singh can be appointed as an Independent Director for a second consecutive term of 5 (five) years on the Board of the Company subject to the approval of members by way of Special Resolution.

Further, Mr. Aditya Vijay Singh will attain the age of 75 years on October 23, 2019, and in view of the SEBI (LODR) (Amendment) Regulations, 2018 applicable w.e.f. April 1, 2019, the Company needs to take approval of the members by way of Special Resolution for continuation of his holding office as an Independent Director after the attainment of age of 75 years. The resolution given in the notice will serve both the purpose i.e appointment as an independent Director for the second consecutive term of 5 (five) years, w.e.f. April 1, 2019 to March 31, 2024 and to continue in the office after attainment the age of 75 years on October 23, 2019 .

Pursuant to section 164 of the Companies Act, 2013, Mr. Aditya Vijay Singh is being eligible for appointment as an Independent Director and has given his consent to act as a Director and also provided the declaration that, he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (LODR) Regulations, 2015".

In the opinion of the Board Mr. Aditya Vijay Singh fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and considered him as independent to the management of the Company. The copy of the letter of appointment of Mr. Aditya Vijay Singh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

Details of Mr. Aditya Vijay Singh are provided in the "Annexure A" to the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Accordingly, the Board recommends the Resolution No. 7, in relation to appointment of Mr. Aditya Vijay Singh as an

Independent Director, for the approval by the members of the Company.

Except Mr. Aditya Vijay Singh, being the appointee director, may be deemed to be concerned or financially interested to the extent of the sitting fee as may be payable to him. None of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 7 as **Special Resolution**.

Item No. 8

Mr. Ashwini Verma (DIN: 06939756) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company upto August 4, 2019 (“first term”).

The Nomination and Remuneration Committee on the basis of performance evaluation report has recommended re-appointment of Mr. Ashwini Verma as a Director (in the Category of Independent Director) for a second consecutive term of 5 (five) years on the Board of the Company.

Based on the performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company considered his experience and contribution made by him during his tenure, the continued association of Mr. Ashwini Verma would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ashwini Verma as an Independent Director of the Company and not be liable to retire by rotation.

Pursuant to section 164 of the Companies Act, 2013, Mr. Ashwini Verma is being eligible for appointment as an Independent Director and has given his consent to act as a Director and also provided the declaration that, he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (LODR) Regulations, 2015).

In the opinion of the Board, Mr. Ashwini Verma fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and considered him as independent to the management of the Company. The copy of the letter of appointment of Mr. Ashwini Verma as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

Details of Mr. Ashwini Verma are provided in the “Annexure A” to the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Accordingly, the Board recommends the Resolution No. 8 in relation to appointment of Mr. Ashwini Verma as an Independent Director, for the approval by the members of the Company.

Except Mr. Ashwini Verma, being the appointee director, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 8 as **Special Resolution**.

Item No. 9

Mr. Amogh Kumar Gupta (DIN: 06941839) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company upto August 4, 2019 (“first term”).

The Nomination and Remuneration Committee on the basis of performance evaluation report has recommended re-appointment of Mr. Amogh Kumar Gupta as a Director (in the Category of Independent Director) for a second consecutive term of 5 (five) years on the Board of the Company.

Based on the performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company considered his experience and contribution made by him during his tenure, the continued association of Mr. Amogh Kumar Gupta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Amogh Kumar Gupta as an Independent Director of the Company and not be liable to retire by rotation.

Pursuant to section 164 of the Companies Act, 2013, Mr. Amogh Kumar Gupta is being eligible for appointment as an Independent Director and has given his consent to act as a Director and also provided the declaration that, he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (LODR) Regulations, 2015.

In the opinion of the Board Mr. Amogh Kumar Gupta fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and considered him as independent to the management of the Company. The copy of the letter of appointment of Mr. Amogh Kumar Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

Details of Mr. Amogh Kumar Gupta are provided in the "Annexure A" to the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Accordingly, the Board recommends the Resolution No. 9 in relation to appointment of Mr. Amogh Kumar Gupta as an Independent Director, for the approval by the members of the Company.

Except Mr. Amogh Kumar Gupta, being the appointee director, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 9 as **Special Resolution**.

Item No. 10

Pursuant to the provision of the Companies Act, 2013, the Shareholders of the Company at the Extraordinary General Meeting held on January 30, 2015 approved the appointment of Mr. Satish Chandra Pandey (DIN : 07072768) for a period of 5 (five) years from January 23, 2015 to January 22, 2020 . Mr. Satish Chandra Pandey has attained the age of 78 years in the financial year 2017-18 and in view of the SEBI (LODR) (Amendment) Regulations, 2018, as applicable w.e.f. April 1, 2019 and also for an abundant precaution, the Company seeks consent of the members by way of Special Resolution for continuation of holding the office of directorship in the category of an Independent Director for his remaining tenure of his appointment after the age of 78 years .

The Board therefore recommends the Special Resolution for your approval.

Accordingly, the Board recommends the Resolution No. 10, in relation to the continuation of holding the office of directorship in the category of an Independent Director for

remaining tenure of his appointment after the age of 78 years under SEBI (LODR) (Amendment) Regulations, 2018.

Except Mr. Satish Chandra Pandey, deemed to be concerned or financially interested to the extent of the sitting fee as may be payable to him. None of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No.10 as **Special Resolution**.

Item No. 11

Mr. Dilip Suryavanshi was re-appointed as the Managing Director of the Company for the period of three years w.e.f August 26, 2015 vide resolution dated June 27, 2015 at the Annual General Meeting. Subsequently, the Company has changed the remuneration of Mr. Dilip Suryavanshi, Managing Directors of the Company vide resolution dated September 11, 2017 at the Annual General Meeting.

Mr. Dilip Suryavanshi is the Managing Director of your Company. He has over 34 years of experience in the business of construction. He is also the President of the Madhya Pradesh Builders Association. Under his leadership, Company has achieved various milestones with focus on continuous innovation and relentless pursuit of growth and excellence, the Company has set its sight on becoming the largest road-focused EPC player in the Country and started pursuing bigger projects across the Country. He holds a bachelor's degree in civil engineering from the Rani Durgawati University, Jabalpur and is a first-generation industrialist. As the Managing Director of our Company, he liaises with various departments of the Government and also overlooks processes including tendering, bidding and planning the projects of the Company right from its inception. He is fairly conversant with all aspects of the management and affairs of the Company.

Currently the Company has 39 SPV Companies (including wholly owned subsidiaries, Subsidiaries and Associates) which are running under his supervision. Due to his continuous innovation & relentless pursuit of excellence, the Company has also stepped into the other sectors such as irrigation, mining and urban development apart from EPC and HAM road projects. Moreover, under his excellent leadership and vision, the Company has received many awards and recognitions from various authorities and also emerged as one of the most attractive player in the infrastructure sector.

As the existing tenure of Mr. Dilip Suryavanshi, Managing Director of the Company will expire on August 25, 2018 and considering vast experience which he carries and

valuable services rendered by him for the growth of the Company, the Board of Directors of the Company (“Board”), at its meeting held on May 29, 2018, has pursuant to the recommendation of Nomination and Remuneration Committee and subject to the approval of members in the Annual General Meeting, re-appointed Mr. Dilip Suryavanshi (DIN: 00039944) as the Managing Director of the Company, for a further term/period of 3 (three) years w.e.f. August 26, 2018, on the remuneration and perquisites payable to him and other terms and conditions as set out in item No. 11 accompanying Notice of Annual General Meeting and he shall not be liable to retire by rotation.

Accordingly, consent of the members is sought for the re-appointment of Mr. Dilip Suryavanshi (DIN: 00039944) as the Managing Director of the Company in terms of the provisions of Section 196, 197, 203 and read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and the Articles of Association of the Company.

Details of the terms & Conditions of the proposed appointment and remuneration are provided in the “Annexure A.” to the Notice and the statement as required under Section II of Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 11 is annexed hereto as “Annexure B”.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel except, Mr. Dilip Suryavanshi himself, Mrs. Seema Suryavanshi, and his relatives be considered as financially interested in the resolution, to the extent of the remuneration payable to him.

Item No. 12

Mrs. Seema Suryavanshi was re-appointed as the Whole-time Director of the Company for the period of three years w.e.f August 26, 2015 vide resolution dated June 27, 2015 at the Annual General Meeting. Subsequently, the Company has changed the remuneration of Mrs. Seema Suryavanshi, Whole-time Directors of the Company vide resolution dated September 11, 2017 at the Annual General Meeting.

Mrs. Seema Suryavanshi, is a Whole-time Director of your Company. She holds a bachelor’s degree in Arts (honours) from Ranchi Women’s College, Ranchi and has an experience of more than 19 years in the business of Road Construction. She has been a Director of our Company since incorporation and currently the Company has 39 SPV Companies (including Wholly owned subsidiaries,

Subsidiaries and Associates) which are running under her supervision. She actively participates in finance, investment and various Company affairs as a co-ordinator between execution and administrative wing of our Company.

As the existing tenure of Mrs. Seema Suryavanshi, Whole-time Director of your Company will expire on August 25, 2018 and considering vast experience which she carries and valuable services rendered by her for the growth of the Company, the Board of Directors of the Company (“Board”), at its meeting held on May 29, 2018, has pursuant to the recommendation of Nomination and Remuneration Committee and subject to the approval of members in the Annual General Meeting, re-appointed Mrs. Seema Suryavanshi (DIN: 00039946) as a Whole-time Director of the Company, for a further term/period of 3 (three) years w.e.f. August 26, 2018, on the remuneration and perquisites payable to her and other terms and conditions as set out in item No. 12 accompanying Notice of Annual General Meeting and be liable to retire by rotation.

Accordingly, consent of the members is sought for the re-appointment of Mrs. Seema Suryavanshi (DIN: 00039946) as a Whole-time Director of the Company in terms of the provisions of Section 196, 197, 203 and read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and the Articles of Association of the Company.

Details of the terms & Conditions of the proposed appointment and remuneration are provided in the “Annexure A” to the Notice and the statement as required under Section II of Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 12 is annexed hereto as “Annexure B”

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel except, Mrs. Seema Suryavanshi herself, Mr. Dilip Suryavanshi, and her relatives be considered as financially interested in the resolution to the extent of the remuneration payable to her.

Item No. 13

Mr. Devendra Jain was re-appointed as the Whole-time Director of the Company for the period of three years w.e.f August 26, 2015 vide resolution dated June 27, 2015 at the Annual General Meeting. Subsequently, the Company has changed the remuneration of Mr. Devendra Jain, Whole-time Directors of the Company vide resolution dated September 11, 2017 at the Annual General Meeting.

Mr. Devendra Jain is a Whole-time Director and Chief Executive Officer of our Company. He holds a bachelors degree in Civil Engineering from Vikram University, Ujjain and having vast and varied experience of more than 19 years in the field of Road Construction. He looks after project implementation along with the quality of work and ensures timely completion of the projects undertaken by our Company which helps us in reducing the cost of the Projects. He is fairly conversant with all aspects of the Management (Finance, Accounts, Cost budgeting) and overall affairs of the Company. Various measures are being implemented by him to reduce the cost of the project and overheads of the Company in an efficient manner.

Currently, the Company has 39 SPV Companies (including Wholly-owned subsidiaries, Subsidiaries and Associates) which are running under his supervision. Due to his continuous innovation & relentless pursuit of excellence, the Company has also stepped into the other sectors such as irrigation, mining and urban development apart from EPC and HAM road projects. Moreover, under his excellent leadership and vision, the Company has received many awards and recognitions from various authorities and also emerged as one of the most attractive player in the Infrastructure Sector.

As the existing tenure of Mr. Devendra Jain, Whole-time Director of your Company will expire on August 25, 2018 and considering vast experience which he carries and valuable services rendered by him for the growth of the Company, the Board of Directors of the Company ("Board"), at its meeting held on May 29, 2018, has pursuant to the recommendation of Nomination and Remuneration Committee and subject to the approval of members in the Annual General Meeting, re-appointed Mr. Devendra Jain (DIN: 02374610) as a Whole-time Director of the Company, for a further term/period of 3 (three) years w.e.f. August 26, 2018, on the remuneration and perquisites payable to him and other terms and conditions as set out in item No. 13 accompanying Notice of Annual General Meeting and be liable to retire by rotation.

Accordingly, consent of the members is sought for the re-appointment of Mr. Devendra Jain (DIN: 02374610) as a Whole-time Director of the Company in terms of the provisions of Section 196, 197, 203 and read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and the Articles of Association of the Company.

Details of the terms & conditions of the proposed appointment and remuneration are provided in the "Annexure A" to the Notice and the statement as required under Section II of Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 13 is annexed hereto as "Annexure B"

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel, except Mr. Devendra Jain himself and his relatives be considered as financially interested to the extent of the remuneration payable to him.

Item No. 14

The Members of the Company at its Annual General Meeting held on September 11, 2017, has authorized the Board, to create such mortgage and/or charges and/or hypothecation by way of first charge and/or second charge/subservient charge and/or pari-passu, in addition to the mortgage/charges/hypothecation created/to be created by the Company in such form and manner and with such ranking in consultation with the lender(s) and on such terms and conditions as the Board may deem fit, on all or any of the movable and/or immovable (both tangible and intangible) properties of the Company, wherever situated, whether present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage and/or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs.11,000 Crores (Rupees Eleven Thousand Crores only) at any point of time.

However, considering the Company's future growth, business expansion plans and to support the financial requirements, the Company would require additional credit facilities from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and issuance of Debentures, Bonds, Commercial Papers and other instruments. Hence, the consent of the members is sought in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, to secure the borrowings made by the Company, it would be necessary to enhance the limit to Rs. 13,000 Crores (Rupees Thirteen Thousand Crores only) to create charge/ on the assets (movable or immovable), hypothecation or mortgage on the assets of the Company or whole of the undertaking of the Company in favour of the lenders.

None of the Promoters, Directors or Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the resolution as set out at Item No. 14 as **Special Resolution**.

The Board recommends the resolution at item No.14 for approval of the Members by a Special Resolution.

Item No. 15

The Members of the Company at its Annual General Meeting held on September 11, 2017, has authorized the Board, for borrowing any sum or sums of monies for and on behalf of the Company, from time to time from anyone or more persons, firms, bodies corporate, bankers, financial institutions or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, and advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall not exceed Rs. 11,000 Crores (Rupees Eleven Thousand Crores only) at any point of time on account of the principal.

However, considering the Company's future growth, business expansion plans and to support the financial requirements, the Company would require additional credit facilities from various banks and/or financial institutions and/or any other lending institutions and/ or bodies corporate and issuance of Debentures, Bonds, Commercial Papers and other instruments. The Board of Directors of your Company considered that the quantum of present borrowing limit of the Company be increased from Rs. 11,000 Crores (Rupees Eleven Thousand Cores only) to Rs. 13,000 Crores (Rupees Thirteen Crores only).

None of the Promoters, Directors or Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, as set out at Item No. 15 as **Special Resolution**.

The Board recommends the resolution at item No. 15 for approval of the Members by a Special Resolution.

Item No. 16

Pursuant to the provisions of Section 71 of the Act which deals with the issue of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a Company on private placement, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the Company intends to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series/tranches, of an aggregate nominal value up to Rs. 1,000 Crores (Rupees One Thousand Crores only), on a private placement basis.

In this regard before making an offer or invitation for subscription on a private placement basis or otherwise, the Company is required to obtain approval of its members by means of a Special Resolution. It shall be sufficient if the Company passes a Special Resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

The Board may, at an appropriate time, consider offering or inviting subscriptions for secured/unsecured redeemable non- convertible debentures, in one or more series/tranches on private placement, issuable/ redeemable at par, in order to augment long-term resources for financing inter-alia the ongoing capital expenditure and for general corporate purposes. The pricing of the NCDs will depend primarily upon the then prevailing market conditions and the regulatory scenario.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No.16 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable non- convertible debentures, as may be required by the Company, from time to time and as set out herein, for a period of 1 (one) year from the date of passing this resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise, as set out at Item No. 16 as **Special Resolution**.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 16 of this notice for the approval of members.

Item No. 17

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, prescribe the provisions subject to which a company is allowed to issue Securities on Private

Placement basis. Every proposed offer of Securities or invitation to subscribe to Securities on Private Placement basis requires prior approval of Members of the Company by way of Special Resolution.

In view of the aforesaid provisions and in order to augment the business of the Company, it is proposed to take the approval of the Members for borrowing, from time to time, by issuance of Commercial Papers (CPs), on Private Placement basis, upto an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only) with or without earmarking of the working capital limit. The said limit shall be within the overall borrowing limit as may be approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

The pricing of the CPs will depend primarily upon the then prevailing market conditions and the regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise, as set out at Item No. 18 as **Special Resolution**.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 17 of this notice for the approval of members.

Item No. 18

The Company has been availing working capital facilities and bank guarantee facilities from its lenders, from time to time. In pursuance to directives of the Reserve Bank of India, enabling clauses are to be incorporated in the loan agreements confirming the right of the lenders to exercise various rights as a consequence of event of default including exercise of their rights of conversion of debt into equity called as 'Conversion Right'. As per the said Conversion Right, the lenders can convert the outstanding or the overdue amount whichever is higher in whole or in part into fully paid up shares of the company, on such terms as the Lenders may deem fit under applicable laws.

As per Section 62(3) of the Companies Act, 2013, the Company will not be required to comply with the provisions of section 62(1) of the Act in relation to increase of the subscribed capital of a Company by preferential allotment of shares, if shares are issued pursuant to an option attached to loan raised by the company to convert such loans or part thereof into shares in the company and such terms of conversion option have been approved by a Special Resolution passed by the company in General Meeting.

In view of the above, the Board recommends the resolution for approval of the members as a Special Resolution as set out in Item No. 18 of this notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise, as set out at Item No. 18 as **Special Resolution**.

Item No. 19

The Board has considered that in the ordinary course of business, the Company is required to give loans and provide guarantee and securities on behalf of the Subsidiary Companies, or Associate Companies (whether Public or Private Company)/Trust/Body Corporate(s) to the Banks, Financial Institutions, NBFC and other bodies corporate while providing financial support/Loans as per the requirement of the lenders/government authorities and business necessity from time to time. The Board considered that by the Companies Amendment Act, 2017 the Central Government has substituted the section 185 and according to that, now the Company is eligible to give loans and provide guarantee or security on behalf of the other Companies to the Bank and Financial Institutions, etc. 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 of loans, guarantee and securities should be utilised 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/Associates Companies (whether Public or Private Company)/Trust/Body Corporate(s), on the basis of recommendation of Audit Committee, the Board of Directors of the Company has proposed to obtain the required approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 4,100 Crores (Indian Rupees Four Thousand One Hundred Crores) in one or more tranches at any time and the said loan/ guarantee/any security given by the Company shall be utilised for the principal business activities of the recipient Company(ies).

Your Board of Directors therefore, recommend the Special Resolution for approval of the members as set out in Item No. 19 of this notice for the approval of members. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company are financial interested in the aforesaid resolution, however they may be deemed to be interested

financially or otherwise to the extent of their directorship or the shareholding by them in such Companies.

Item No. 20

The special resolution contained in the Notice under Item No. 20 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures and such other securities as stated in the resolution (the “Securities”), including by way of a Qualified Institutional Placement in accordance with Chapter VIII of the SEBI ICDR Regulations, 2009, as amended from time to time, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only) or its equivalent thereof.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination, of the following: (a) working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, (b) investment in subsidiaries, joint ventures and affiliates, (c) capital expenditure, (d) repayment of debt, (e) the cost of construction and development of ongoing and new projects, (f) any cost incurred towards the objects of the Company, and (g) general corporate purposes.

The special resolution also seeks to empower the Board to issue Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations, 2009 as amended from time to time. The pricing of the Securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the “QIP Floor Price”), Further, the Board may also offer a discount of not more than such percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The “Relevant Date” for this purpose will be the date as determined in accordance with the SEBI ICDR Regulations.

As the Issue may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the resolution set out at Item No. 20 to be passed as a Special Resolution by the members.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of Equity Shares/ Securities that may be subscribed to by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.



AGM Route Map

Kwaliti's Motel Shiraz, Service Road, Board Office Square,
Shivaji Nagar, Bhopal, Madhya pradesh, 462011

(ANNEXURE A TO NOTICE DATED AUGUST 14, 2018)

Details of Directors Seeking Appointment/Re-Appointment/variation of the terms of remuneration at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director DIN	Mr. Devendra Jain	Mr. Malay Mukherjee	Mr. Aditya Vijay Singh	Mr. Ashwini Verma	Mr. Amogh Kumar Gupta	Mr. Dilip Suryavanshi	Mrs. Seema Suryavanshi
Date of Birth and age Date of Appointment on the Board	02374610 03.07.1973 (45 years) 01.04.2009 (Whole-time Director)	02272425 26.07.1955 (63 years) 13.02.2018 (Appointed as an Additional Director in the category of Independent Director)	03585519 23.10.1944 (73 years) 15.07.2011 (Non Executive – Independent Director)	06939756 01.04.1971 (47 years) 05.08.2014 (Non Executive – Independent Director)	06941839 28.11.1961 (56 years) 05.08.2014 (Non Executive – Independent Director)	00039944 12.10.1956 (61 years) 12.06.2006 (Managing Director)	00039946 06.11.1962 (55 years) 12.06.2006 (Whole-time Director)
Qualifications	Graduate (B. E-Civil)	Master Degree in Science (Physics) from B.H.U, CAIIB (Part I)	BSC	Diploma in Civil Engineering	M.Tech	Graduate(B.E-Civil)	Graduate(B.A.)
Experience and Expertise	He is having vast experience of more than 19 years in the field of Road Construction and fairly conversant with all aspects of the management (Finance, Accounts, Cost budgeting) and overall affairs of the Company.	He has over 40 years of varied experience and skills in the fields of Banking, NBFC including Venture Funding, Factoring and Broking. He was the Chief Executive Officer and Managing Director of IFCI Limited and was responsible for the growth and development of the business of IFCI. He also held the position of Chairman in various group Companies of IFCI Limited. (* for more details please refer point Justification for choosing the appointees for appointment as an Independent Directors in annexure A to the notice).	He has over 40 years of experience in government services and state and public sector undertakings. He retired as the Chief Secretary, Madhya Pradesh. He was also the Chairman of Narmada Valley Development Authority and as the State Election Commissioner of the Madhya Pradesh State Election Commission.	He has over 27 years of experience in architectural and site engineering services. He is a partner of AV & Associates. He has previously worked in various capacities in Gawali & Associates, Architects and Engineers, Waseem & Associates, Pradeep K. Saxena & Associates and Harekrishna Colonisers Private Limited.	He has over 32 years of experience in the field of architecture and interior designing. He has previously worked with the Environmental Planning & Coordination Organization Bhopal and the Town Planning Cell of Narmada Valley Development Authority, Bhopal. He has also been on the board of examination of the Indian Institute of Architects and a council member of the Council of Architecture.	He is having vast experience of more than 34 years in the field of Road Construction and fairly conversant with all aspects of the management and affairs of the Company.	More than 19 years of experience in the business of Road Construction and actively participates in finance, investment and various Company affairs

<p>Directorships held in other public companies and private companies (excluding foreign companies)</p>	<p>Directorship in other Unlisted Companies: DBL Hassan Periyapatna Tollways Limited.</p> <p>Directorship in other Private Companies: Friendly Baby Hospital And Research Institute Private Limited. DBL Bangalore Nidagatta Highways Private Limited. DBL Nidagatta Mysore Highways Private Limited. DBL Byrapura Challakere Highways Private Limited. DBL Yavatmal Wardha Highways Private Limited. DBL Bellary Byrapura Highways Private Limited.</p>	<p>Directorship in other Unlisted Companies: SREI Infrastructure Finance Limited</p> <p>Directorship in other Private Companies: SKS Asset Reconstruction Private Limited.</p>	<p>Directorship in other Unlisted Companies: NIL</p> <p>Directorship in other Private Companies: Wildberries Resorts Private Limited</p>	<p>Directorship in other Unlisted Companies: DBL Betul-Sarni Tollways Limited DBL Bankhali Fate-Dogawa Tollways Limited DBL Silwani-Sullanganj Tollways Limited DBL Sardarpur Badnawar Tollways Limited DBL Nadiad Modasa Tollways Limited.</p> <p>Directorship in other Private Companies: NIL</p>	<p>Directorship in other Unlisted Companies: DBL Mundi-Sanawad Tollways Limited DBL Uchera - Nagod Tollways Limited DBL Jaora-Sailana Tollways Limited DBL Ashoknagar-Vidisha Tollways Limited DBL Tikamgarh-Nowgaon Tollways Limited</p> <p>Directorship in other Private Companies: NIL</p>	<p>Directorship in other Unlisted Companies: Jalpa Devi Tollways Limited DBL Hassan Periyapatna Tollways Limited DBL Lucknow Sultanpur Highways Limited DBL Kalmath Zarap Highways Limited DBL Tuljapur Ausa Highways Limited</p> <p>Directorship in other Private Companies: Kymore Iron Ore Private Limited. Suryavanshi Minerals Private Limited. DNN Media Communication Private Limited Highfly Airlines Private Limited DBL Wardha Butibori Highways Private Limited DBL Anandapuram Anakapalli Highways Private Limited DBL Bargaon Watam bare Highways Private Limited DBL Sangli Bargaon Highways Private Limited DBL Mangalwedha Solapur Highways Private Limited DBL Mangloor-Highways Private Limited.</p>	<p>Directorship in other Unlisted Companies: DBL Sitamau-Suwasara Tollways Limited DBL Ashoknagar-Vidisha Tollways Limited DBL Betul-Sarni Tollways Limited DBL Tikamgarh-Nowgaon Tollways Limited</p> <p>Directorship in other Private Companies: Kymore Iron Ore Private Limited Suryavanshi Minerals Private Limited DNN Media Communication Private Limited Highfly Airlines Private Limited DBL Wardha Butibori Highways Private Limited DBL Anandapuram Anakapalli Highways Private Limited DBL Bargaon Watam bare Highways Private Limited DBL Sangli Bargaon Highways Private Limited DBL Mangalwedha Solapur Highways Private Limited DBL Mangloor-Highways Private Limited.</p>
---	--	--	--	---	---	--	---

Memberships/ Chairmanships of Committees across all companies	Memberships of following Committees in Dilip Buildcon Limited:	Memberships in the following committee :	Member of the Audit Committee in Dilip Buildcon Limited.	Member of Audit & Remuneration in the following Unlisted Public Companies:	Member of Audit/ Nomination and Remuneration Committee in the following Unlisted Public Companies:	Member of Audit Committee/ Corporate Social Responsibility Relationship Committee in Dilip Buildcon Limited	Member of Audit /Nomination and Remuneration Committee in the following Unlisted Public Companies:
Corporate Social Responsibility Committee Stakeholder Relationship Committee Risk Management Committee Audit Committee Lending & Investment Committee Business Development and Administration Committee	Risk Committee /Asset Liability Management Committee in SRE Infrastructure Finance Limited Companies	Member of the Audit Committee in Dilip Buildcon Limited	DBL Sardarpur Badnawar Tollways Limited DBL Betul-Sarni Tollways Limited DBL Jaora-Sallana Tollways Limited Members of Audit Committee/ Nomination and Remuneration Committee/ Corporate Social Responsibility Stakeholders' Relationship Committee/ Stakeholders' Relationship Committee/ Risk Management Committee in Dilip Buildcon Limited	DBL Uchera - Nagod Tollways Limited DBL Jaora -Sallana Tollways Limited Members of Audit Committee/Nomination and Remuneration Committee/ Corporate Social Responsibility Stakeholders' Relationship Committee/ Risk Management Committee/Lending & Investment Committee in Dilip Buildcon Limited	DBL Ashoknagar Vidisha Tollways Limited DBL Betul Sarni Tollways Limited DBL Tikamgarh Nowgaon Tollways Limited Member of Borrowing Committee and Business Development and Administration Committee in Dilip Buildcon Limited.		
7 out of 7	*1 out of 7	3 out of 7	6 out of 7	6 out of 7	7 out of 7	6 out of 7	
Number of Board Meetings attended during the year	NIL	NIL	NIL	NIL	55,673,487 (40.71%)	11,904,200(8.70%)	
No. of Equity Shares held in the Company	35,863,572(26.22%)	NIL	NIL	NIL	NIL	NIL	
Recognition or awards	NIL	NIL	NIL	NIL	1. Mr. Dilip Suryavanshi, Managing Director has been conferred with an award in the category of "INFRASTRUCTURE PERSON OF THE YEAR" in the 6th Construction Week India Awards 2016 India Awards 2016. 2. ICONS OF MADHYA PRADESH.	NIL	

Disclosures of relationship between Directors inter-se	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company except that she is the Wife of Mr. Dilip Suryavanshi, Chairman and Managing Director.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website, http://dilipbuildcon.com/wps/wcm/connect/98fcb883-de4d-47a7-8171-4580e14ed629/Nomination+%26+Remuneration+policy.pdf?MOD=AJPERES&CONVERT_TO=url&CACHEID=ROOTWORKSPACE-98fcb883-de4d-47a7-8171-4580e14ed629-m0w.JFC	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website, http://dilipbuildcon.com/wps/wcm/connect/98fcb883-de4d-47a7-8171-4580e14ed629/Nomination+%26+Remuneration+policy.pdf?MOD=AJPERES&CONVERT_TO=url&CACHEID=ROOTWORKSPACE-98fcb883-de4d-47a7-8171-4580e14ed629-m0w.JFC	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website, http://dilipbuildcon.com/wps/wcm/connect/98fcb883-de4d-47a7-8171-4580e14ed629/Nomination+%26+Remuneration+policy.pdf?MOD=AJPERES&CONVERT_TO=url&CACHEID=ROOTWORKSPACE-98fcb883-de4d-47a7-8171-4580e14ed629-m0w.JFC	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website, http://dilipbuildcon.com/wps/wcm/connect/98fcb883-de4d-47a7-8171-4580e14ed629/Nomination+%26+Remuneration+policy.pdf?MOD=AJPERES&CONVERT_TO=url&CACHEID=ROOTWORKSPACE-98fcb883-de4d-47a7-8171-4580e14ed629-m0w.JFC	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website, http://dilipbuildcon.com/wps/wcm/connect/98fcb883-de4d-47a7-8171-4580e14ed629/Nomination+%26+Remuneration+policy.pdf?MOD=AJPERES&CONVERT_TO=url&CACHEID=ROOTWORKSPACE-98fcb883-de4d-47a7-8171-4580e14ed629-m0w.JFC	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website, http://dilipbuildcon.com/wps/wcm/connect/98fcb883-de4d-47a7-8171-4580e14ed629/Nomination+%26+Remuneration+policy.pdf?MOD=AJPERES&CONVERT_TO=url&CACHEID=ROOTWORKSPACE-98fcb883-de4d-47a7-8171-4580e14ed629-m0w.JFC



<p>Justification for choosing the appointees for appointment as an Independent Directors</p>	<p>He holds Master's Degree in Science (Physics) from B.H.U and has also received a Certificate of Honorary Fellowship from Indian Institute of Banking & Finance. He has varied experience and skills in the fields of Banking, NBFC including Venture Funding, Factoring and Broking.</p> <p>His over 4 decade long professional journey includes :</p> <ul style="list-style-type: none"> • IFCI Limited - He was the Chief Executive Officer and Managing Director of IFCI Limited. He also held the position of Chairman in various group Companies of IFCI Limited. • Central Bank of India - He has also served as Executive Director in Central Bank of India. • Indian Bank - He has served Indian Bank for the longest term of 36 years and retired as General Manager of the Bank. • Ex-Officio Posts held during the past years: • Chairman of Board of Management Development Institute (MDI) - a business school in India. It was established in 1973 by Industrial Finance Corporation of India and is located in Gurgaon. • Chairman of Institute of Leadership Development, Jaipur, a non-profit registered society promoted by IFCI. • Member of the Governing Body of Entrepreneurship Development Institute of India (EDII), Ahmedabad. 			
--	--	--	--	--

*Mr. Malay Mukherjee has been appointed as an Additional Director in the category of an independent Director of the Company on February 13, 2018.

ANNEXURE B

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 013 WITH REFERENCE TO THE RESOLUTION AT ITEM NO. 11, 12 AND 13 OF THIS NOTICE OF ANNUAL GENERAL MEETING IS AS UNDER:

I. General Information:

(1)	Nature of industry	Infrastructure
(2)	Date or expected date of commencement of commercial production	Not applicable
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
(4)	Financial performance based on given indicators (Rs in Lakhs)	
	Sr. No	Particulars
		Audited figures for the year ended 31.03.2018
		Audited figures for the year ended 31.03.2017
		Audited figures for the year ended 31.03.2016
	1	Total Revenue
	2	Profit/(Loss) before Tax
	3	Net Profit /(Loss)
	4	Paid up Share Capital
	5	Retained Earning
(5)	Foreign investments or collaborations, if any.	Company has not made any foreign investment or collaboration during the financial year 2017-18,

II. Information about the appointee:

	Information	Mr. Dilip Suryavanshi	Mrs. Seema Suryavanshi	Mr. Devendra Jain
(1)	Background details	He is having vast experience of more than 34 years in the field of Road Construction and fairly conversant with all aspects of the management and affairs of the Company.	She is having more than 19 years of experience in the business of Road Construction and actively participates in finance, investment and various Company affairs.	He is having vast experience of more than 19 years in the field of Road Construction and fairly conversant with all aspects of the management (Finance, Accounts, Cost budgeting) and overall affairs of the Company.
(2)	Past remuneration	The last drawn remuneration (Includes commission) paid for the FY 2017-18 Rs. 1600.00 Lakhs.	The last drawn remuneration paid for the FY 2017-18 Rs. 200.00 Lakhs.	The last drawn remuneration (Includes commission) paid for the FY 2017-18 Rs. 1800.00 Lakhs

(3)	Recognition or awards	<p>1.Mr. Dilip Suryavanshi, Managing Director has been conferred with an award in the category of “INFRASTRUCTURE PERSON OF THE YEAR” in the 6th Construction Week India Awards 2016 India Awards 2016.</p> <p>2. ICONS OF MADHYA PRADESH.</p>		
(4)	Job profile and his suitability	<p>He is the Chairman & Managing Director at Dilip Buildcon Ltd. He has over 34 years of experience in the business of construction. He has been a Managing Director of the Company since incorporation. Prior to the formation of the Company, he was a sole proprietor of Dilip Builders. He is also the President of the Madhya Pradesh Builders Association. Under his leadership, Company has achieved various millstones with focus on continuous innovation and relentless pursuit of growth and excellence, the company has set its sight on becoming the largest road-focused EPC player in the country and started pursuing bigger projects across the country.</p>	<p>She is the Executive Director of the Company with an experience of more than 19 years in the business of Road Construction. She has been a director of our Company since incorporation and currently the Company has 39 SPV Companies (including wholly owned subsidiaries, Subsidiaries and Associates) which are running under her supervision. She actively participates in finance, investment and various Company affairs as a co-ordinator between execution and administrative wing of our Company</p>	<p>He is the Executive Director & Chief Executive Officer of the Company with more than 19 years of experience in the field of construction, he has led DBL to achieving accelerated growth in roads & highways construction and infrastructural development in the country. He looks after project implementation along with the quality of work and ensures timely completion of the projects undertaken by our Company which helps us in reducing the cost of the Projects His capability of project monitoring and controls with remarkable execution has set new benchmarks in the industry. Adoption of newer technology and innovative thinking has helped to complete projects before time and with high quality of work.</p>
(5)	Remuneration proposed	Resolution regarding appointment along with explanatory statement mentioned in the notice of Annual General Meeting 2018.	Resolution regarding appointment along with explanatory statement mentioned in the notice of Annual General Meeting 2018.	Resolution regarding Appointment along with explanatory statement mentioned in the notice of Annual General Meeting 2018.

(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him the remuneration paid to is commensurate with the remuneration packages paid to similar senior level appointees in other companies.	Taking into consideration the size and past performance of the Company and the responsibilities shouldered by her, the remuneration paid to him is commensurate with the remuneration packages paid to similar senior level appointees in other companies.	Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him, the remuneration paid to him is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company except that he is the Husband of Mrs. Seema Suryavanshi, Whole-time Director of the Company.	She is not related to any other Director, Manager or other Key Managerial Personnel of the Company except that she is the Wife of Mr. Dilip Suryavanshi, Chairman and Managing Director of the Company.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.

III. Other information:

(1)	Reasons of loss or inadequate profits	Not applicable
(2)	Steps taken or proposed to be taken for improvement	Not applicable
(3)	Expected increase in productivity and profits in measurable terms	Not applicable

By order of the Board

Place: Bhopal
Date: August 14, 2018

Sd/-
Abhishek Shrivastava
Company Secretary