

**December 18, 2025**

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

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

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

Dear Sir/Madam,

Please find attached, the Postal Ballot Notice dated December 18, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process ("e-voting") for:

**1. Material Related Party Transactions under Regulation 23 Of SEBI (LODR) Regulation, 2015 between the Company and DBL ERCP Bandh Baretha Private Limited (a subsidiary of the Company)**

The Company has engaged the services of MUFG Intime India Private Limited (formally known as Link Intime India Private Limited) ("MUFG"), Registrar and share transfer Agent of the Company, as the agency to provide e-voting facility.

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

Commencement of e-voting:	<b>9:00 a.m. (IST) on Friday, December 19, 2025</b>
End of e-voting:	<b>5:00 p.m. (IST) on Saturday, January 17, 2026</b>

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

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

**For Dilip Buildcon Limited**

**Abhishek Shrivastava**  
Company Secretary

**Regd. Office :**

Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal - 462 016 (M.P.)  
Ph. : 0755-4029999, Fax : 0755-4029998  
E-mail : [db@dilipbuildcon.co.in](mailto:db@dilipbuildcon.co.in), Website : [www.dilipbuildcon.com](http://www.dilipbuildcon.com)



## Dilip Buildcon Limited

(CIN: L45201MP2006PLC018689)

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

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

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

### POSTAL BALLOT NOTICE

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

To the Members of the Company,

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

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

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

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the of the Companies (Management and Administration) Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of MUFG as the agency to provide Remote e-Voting facility. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, December 12, 2025** ('Cut-off date') The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process starting from **9:00 a.m. (IST) on Friday, December 19, 2025** and not later than 5:00 p.m. (IST) on **Saturday, January 17, 2026** Remote e-Voting will be disabled by MUFG immediately thereafter and will not be allowed beyond the said date and time.

**PROPOSED RESOLUTIONS – SPECIAL BUSINESS:**

**TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS UNDER REGULATION 23 OF SEBI (LODR) REGULATION, 2015 BETWEEN THE COMPANY AND DBL ERCP BANDH BARETHA PRIVATE LIMITED (A SUBSIDIARY OF THE COMPANY)**

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

**“RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and Dealing with Related Party Transactions and based on the prior approval of the Audit Committee and the Board of Directors (hereinafter referred to as the **‘Board’**, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution), the approval of the Members be and is hereby accorded to the Board to enter into and/or execute contracts/arrangements/ transactions (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with DBL ERCP Bandh Baretha Private Limited (DEBBPL) a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and DBL ERCP Bandh Baretha Private Limited (DEBBPL) for an aggregated value not exceeding **Rs. 1625 Crores (Rupees One Thousand Six Hundred and Twenty Five Crores Only)** for a period as **required by the Lenders and/or completion of the Project** (which may be later) and that notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to and perform all such acts, deeds, matters and things, as may be necessary and deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, file applications and make representations in respect thereof, and seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek 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 authorised to delegate all or any of the powers herein conferred to any Executive Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

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

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

**Sd/-  
Abhishek Shrivastava  
Company Secretary**

**Place : Bhopal  
Date : : December 18, 2025  
Registered Office  
Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal (M.P.)462016  
CIN: L45201MP2006PLC018689  
Tel No: 0755-4029999  
Email Id: db@dilipbuildcon.co.in  
Website: www.dilipbuildcon.com**

#### NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. In accordance with the MCA Circulars and the SEBI Listing Regulations, this Postal Ballot Notice is being sent only through electronic mode to those members who have registered their email address with their Depository Participant(s) ("DPs") or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, December 12, 2025** ("Cut-off Date") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company to cast their votes electronically. The Company has appointed MUFG Intime India Private Limited (MUFG) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting"). The instructions for e-voting are provided as part of this Notice.
5. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only.
6. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.dilipbuildcon.com](http://www.dilipbuildcon.com), the website of MUFG Intime India Private Limited : [www.in.mpms.muvg.com](http://www.in.mpms.muvg.com) and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
7. The Instructions and other information relating to e-voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.
8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or to Company's Registrar & Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (hereinafter referred as 'RTA/MUFG Intime') at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400 083, in case the shares are held by them in physical form.
9. The Board of Directors has appointed M/s Piyush Bindal & Associates, Practicing Company Secretaries (Membership No. FCS 6749; CP No. 7442), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.
10. The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before **Tuesday, January 20, 2026**, and will be displayed on the Company's website at [www.dilipbuildcon.com](http://www.dilipbuildcon.com) and the website of MUFG at [www.in.mpms.muvg.com](http://www.in.mpms.muvg.com). The results will simultaneously be communicated to the Stock Exchanges.
11. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Saturday, January 17, 2026**.
12. After sending the notice of Postal Ballot through email, an advertisement will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

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

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

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

**Login method for Individual shareholders holding securities in demat mode is given below:**

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

**METHOD 1 - Individual Shareholders registered with NSDL IDEAS facility**

**Shareholders who have registered for NSDL IDEAS facility:**

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

**OR**

**Shareholders who have not registered for NSDL IDEAS facility:**

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDEAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

**METHOD 1 - Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

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

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: [https://web.cdslindia.com/myeasitoken/Home/EasiRegistration /](https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/)  
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

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

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

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

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

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

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

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

*\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice  
(The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

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

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

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

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".



### STEP 3 – Voting through remote e-voting

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

#### METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- Enter the “**Event No.**” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.  
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**OR**

#### METHOD 2 - VOTES UPLOAD

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

#### Helpdesk:

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

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

##### Individual Shareholders holding securities in demat mode:

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

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

#### Forgot Password:

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

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

- Click on “**Login**” under ‘SHARE HOLDER’ tab.



- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

**User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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

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

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

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

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

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

15. The e-voting period commences on **Friday, December 19, 2025 at 9:00 A.M.** and ends on **Saturday, January 17, 2026 at 5:00 P.M.** The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares, as on the cut-off date, being **Friday, December 12, 2025**, may cast their vote by electronic means in member, the member shall not be allowed to change it subsequently.
16. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on **Friday, December 12, 2025**.
17. The Scrutinizer will submit the results to the Chairman or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before **Tuesday, January 20, 2026**.
18. The result of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the Company’s website [www.dilipbuildcon.com](http://www.dilipbuildcon.com) and also on the website of MUFG and shall be communicated to the Stock Exchanges where the Company’s shares are listed. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.
19. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

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

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

### ITEM NO. 1:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, and shall require prior approval of Members by means of an Ordinary Resolution. The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and are on an arm's length basis.

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

### Transaction details

DBL ERCP Bandh Baretha Private Limited (DEBBPL) is a Subsidiary of Dilip Buildcon Limited (DBL), Incorporated on **November 04, 2025**, under the **Companies Act, 2013**. DEBBPL is registered in the State of Madhya Pradesh and has been formed as the Special Purpose Vehicle for executing the Project of "**Construction of feeder from Isarda to Khura Chainpura to Bandh Baretha Bharatpur including all components with its O&M for a period of 20 years on Hybrid Annuity Model (ERCP-09-TF-8)**." For execution of the said Project, DEBBPL shall require financial assistance and for this purpose, DBL being its Parent Company require providing support to DEBBPL by making investment, providing unsecured loans as well as providing security and Guarantee (including but not limited to corporate guarantee, performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company to secure the bank limits or various other guarantees or as may be required by any Authority or lenders for execution of the Project.

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

The aggregate of such transaction(s) is likely to cross the applicable materiality thresholds as provided in Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangement(s) / transaction(s) / contract(s) proposed to be undertaken by the Company with **DBL ERCP Bandh Baretha Private Limited**, whose value may exceed the materiality threshold as provided in Regulation 23 of the SEBI Listing Regulations, considering the best interest of the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

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

The Audit Committee at its meeting held on **13<sup>th</sup> November, 2025** has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

The Audit Committee has reviewed all necessary information and granted approval for entering into the RPTs between the Company and **DEBBPL** for an aggregate value not exceeding **Rs. 1625 Crores** to be entered for making investment, providing loans, providing Security, Guarantee (including performance guarantee in nature of security/contractual commitment), surety, indemnity or comfort letter, by whatever name called, made or given by the Company in favour of lender(s) or security trustee(s) in connection with credit facilities availed or to be availed or in favour of any Authority for execution of the Project. While approving the RPTs, the Audit Committee has reviewed the certificates provided by the CEO and CFO of the Company as required under the Industry Standards on RPT and has also determined that the promoters will not benefit from the proposed RPTs at the expense of public shareholders. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business. These RPTs were also placed before the Board of Directors on a voluntary basis and the same were approved by the Board.

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

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

**Disclosure in accordance with Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions (RPTs)” dated June 26, 2025 (“RPT Industry Standards”)**

**PART A**

**Minimum information of the proposed RPT, applicable to all RPTs**

**A(1). BASIC DETAILS OF THE RELATED PARTY**

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	DBL ERCP Bandh Baretha Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Infrastructure works

**A(2). RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY**

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	Subsidiary  74%  NA  NIL

**A(3). DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY**

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.	NA
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

**A(4). AMOUNT OF THE PROPOSED TRANSACTION(S)**

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee.	Upto Rs. 1625 Cr
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	14.36% DBL consol Turnover 11,316.72 Cr in FY 2024-25
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA (The company incorporated on 04.11.2025)
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA (The company incorporated on 04.11.2025)
6.	Financial performance of the related party for the immediately preceding financial year: <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</i>	NA (The company incorporated on 04.11.2025)

**A(5). BASIC DETAILS OF THE PROPOSED TRANSACTION**

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Amount of Equity Plus Quasi Equity, Loan & provide/give undertakings, guarantee and securities in connection with credit facilities
2.	Details of each type of the proposed transaction	Same as above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	As per requirement of the Project and Lenders
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto 1625 crores within 27 months from the appointed date
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	These transactions are being undertaken to ensure operational efficiency in SPV's
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control.	No promoter(s)/ director(s) / key managerial personnel is interested
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

## PART B

**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.**

**B (1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

S. No.	Particulars of the information	information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable since the proposed transactions do not relate to sale, purchase or supply of goods or services or any other similar business transaction and trade advances
2	Basis of determination of price	
3	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

**B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Internal Accruals & Divestment proceeds
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	NA
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> (1) <i>This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> (2) <i>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	NA
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	NA
5.	Maturity / due date	NA
6.	Repayment schedule & terms	NA
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	principal business activities

**B(3). Disclosure *only* in case of transactions relating to investment made by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	Internal Accruals & Divestment proceeds
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	NA
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	principal business activities
4.	Material terms of the proposed transaction	-

**B(4). in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To support the business activities
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Nil
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto 1250 crores

**B (5): Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the Management
1.	Material covenants of the proposed transaction	Not Applicable since the proposed transactions do not relate to borrowings by the listed entity or its subsidiary
2.	Interest rate ( <i>in terms of numerical value or base rate and applicable spread</i> )	
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing.</i>	
4.	Maturity / due date	
5.	Repayment schedule & terms	
6.	Whether secured or unsecured	
7.	If secured, the nature of security & security coverage ratio	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	



**B (6): Disclosure *only* in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

S. No.	Particulars of the information	Information provided by the Management															
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	Not Applicable since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate															
2	Basis of determination of price																
3	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate																
4	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years: <table><tr><td></td><td><b>FY 2024-2025 (INR)</b></td><td><b>FY 2023-2024 (INR)</b></td><td><b>FY 2022-2023 (INR)</b></td></tr><tr><td><b>Turnover</b></td><td></td><td></td><td></td></tr><tr><td><b>Net worth</b></td><td></td><td></td><td></td></tr><tr><td><b>Net Profit</b></td><td></td><td></td><td></td></tr></table>			<b>FY 2024-2025 (INR)</b>	<b>FY 2023-2024 (INR)</b>	<b>FY 2022-2023 (INR)</b>	<b>Turnover</b>				<b>Net worth</b>				<b>Net Profit</b>		
	<b>FY 2024-2025 (INR)</b>	<b>FY 2023-2024 (INR)</b>	<b>FY 2022-2023 (INR)</b>														
<b>Turnover</b>																	
<b>Net worth</b>																	
<b>Net Profit</b>																	
5	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking. <table><tr><td>a. Expected impact on turnover</td></tr><tr><td>b. Expected impact on net worth</td></tr><tr><td>c. Expected impact on net profits</td></tr></table>	a. Expected impact on turnover	b. Expected impact on net worth	c. Expected impact on net profits													
a. Expected impact on turnover																	
b. Expected impact on net worth																	
c. Expected impact on net profits																	

**B (7): Disclosure *only* in case of transactions relating to payment of royalty:**

S. No.	Particulars of the information	Information provided by the Management				
1	<p>Purpose for which royalty is proposed to be paid to the related party in the current financial year.</p> <p><i>Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i></p> <table><tr><td>a. For use of brand name / trademark</td></tr><tr><td>b. For transfer of technology know-how</td></tr><tr><td>c. For professional fee, corporate management fee or any other fee</td></tr><tr><td>d. Any other use (specify)</td></tr></table>	a. For use of brand name / trademark	b. For transfer of technology know-how	c. For professional fee, corporate management fee or any other fee	d. Any other use (specify)	Not Applicable since the proposed transactions do not relate to payment of royalty.
a. For use of brand name / trademark						
b. For transfer of technology know-how						
c. For professional fee, corporate management fee or any other fee						
d. Any other use (specify)						
2	<p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"><li>• Minimum rate of royalty charged along with corresponding absolute amount</li><li>• Maximum rate of royalty charged along with corresponding absolute amount</li></ul> <p><i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</i></p>					
3	Sunset Clause for Royalty payment, if any.					

**PART C**

**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B**

**C(1).Disclosure of Transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	NA as the Company is incorporated on November 04, 2025
2	Default on borrowings, <b><i>if any</i></b> , over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.  <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i> <b>In addition, state the following:</b> a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.  <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	NA as the Company is incorporated on November 04, 2025
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

**C(2).Disclosure of transactions relating to any investment made by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party <i>Note:</i> a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> b. <i>This shall be applicable in case of investment in debt securities.</i>	NA as the Company is incorporated on November 04, 2025
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	NA

**C(3).Transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p>Note:</p> <p>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</p> <p>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	NA as the Company is incorporated on November 04, 2025
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <p><i>FY 2024-2025</i></p> <p><i>FY 2023-2024</i></p> <p><i>FY 2022-2023</i></p>	NA
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)-surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	Upto Rs. 1250 Cr
4.	<p>Default on borrowings, <b>if any</b>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	NA
5.	<p><b>In addition, state the following:</b></p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p> <p><i>FY 2024-2025</i></p> <p><i>FY 2023-2024</i></p> <p><i>FY 2022-2023</i></p>	NA

**C(4). Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i>	
	a. Before transaction	NIL*
	b. After transaction	Not Available**
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	
	a. Before transaction	NIL*
	b. After transaction	Not Available**

\*Financing is undertaken by the subsidiary

\*\* Financing is under process

**C(5). Disclosure *only* in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

S. No.	Particulars of the information	Information provided by the management
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not Applicable since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	

**C(6).****Disclosure *only* in case of transactions relating to payment of royalty**

S. No.	Particulars of the information	Information provided by the management
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	Not Applicable since the proposed transactions do not relate to payment of royalty
	<i>FY 2024-2025</i>	
	<i>FY 2023-2024</i>	
	<i>FY 2022-2023</i>	

2.	Purpose for which royalty was paid to the related party during the last three financial years. <i>Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i>																					
	a. For use of brand name / trademark																					
	b. For transfer of technology know-how																					
	c. For professional fee, corporate management fee or any other fee																					
	d. Any other use (specify)																					
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs																					
	FY 2024-2025																					
	FY 2023-2024																					
	FY 2022-2023																					
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.																					
5.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:																					
	<table border="1"> <thead> <tr> <th></th> <th>Listed Entity / Subsidiary</th> <th>Peer 1</th> <th>Peer 2</th> <th>Peer 3</th> </tr> </thead> <tbody> <tr> <td>Royalty payment over last 3 years</td> <td>Aggregate amount</td> <td>Aggregate amount</td> <td>Aggregate amount</td> <td>Aggregate amount</td> </tr> <tr> <td>Royalty paid as a % of net profits over the last 3 years</td> <td>%</td> <td>%</td> <td>%</td> <td>%</td> </tr> <tr> <td>Annual growth rate of Turnover over last 3 years</td> <td>%</td> <td>%</td> <td>%</td> <td>%</td> </tr> </tbody> </table>		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount	Royalty paid as a % of net profits over the last 3 years	%	%	%	%	Annual growth rate of Turnover over last 3 years	%	%	%	%	
	Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3																		
Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount																		
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Annual growth rate of Turnover over last 3 years	%	%	%	%																		

By Order of the Board of Directors  
of Dilip Buildcon Limited

Sd/-  
Abhishek Shrivastava  
Company Secretary

Place: Bhopal  
Date: December 18, 2025  
Registered Office  
Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road, Bhopal (M.P.) 462016  
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