

Date: 25.02.2025

To
BSE Limited
Listing Department
P.J Tower, Dalal Street
Mumbai – 400001

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

Stock Symbol -540047

Stock Symbol –DBL

Sub: Notice of the 1st Extraordinary General Meeting (EGM) for the FY 2024-25 of the Company to be held on 20th March, 2025

Dear Sir/Madam,

This is to inform you that in compliance with relevant circulars issued by Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 1st Extraordinary General Meeting (EGM) for the FY 2024-25 of the Company is scheduled to be held on Thursday, 20th March, 2025, at 11.00 A.M. through Video Conferencing (“VC”) or other Audio-Visual Means (“OAVM”). The Copy of the Notice of EGM is enclosed herewith for your perusal.

The Notice of EGM will be dispatched electronically to the members whose email ids are registered with the Company/Depositories/Registrar & Transfer Agent i.e., Link Intime India Private Limited.

The timelines of the Extra Ordinary General Meeting of the Company are as under:

Events	Date	Time
Date of EGM	Thursday, 20 th March, 2025	11.00 a.m. (IST)
Mode	Video conferencing/other Audio-Visual means(“VC/OAVM”) facility	-
Cut-off date for dispatch of notice	Friday, 21 st February, 2025	-
Cut-off date for E-voting eligibility	Friday, 14 th March, 2025	-
E-voting period Commences on	Monday, 17 th March, 2025	9.00 am (IST)
E-voting period Ends on	Wednesday, 19 th March, 2025	5.00 pm (IST)
Declaration of Result	On or before 24 th March, 2025	-

The EGM Notice is also being made available on the website of the Company at www.dilipbuildcon.com

We kindly request you to take the said information on your records.

Thanking you

For Dilip Buildcon Limited

Abhishek Shrivastava
Company Secretary
Encl A.A



DILIP BUILDCON LIMITED
INFRASTRUCTURE & BEYOND

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting** (01/2024-25) (“**EGM**”) of the Members of **Dilip Buildcon Limited** (the “**Company**”) will be held on **Thursday, March 20, 2025 at 11.00 AM** through Video Conference ('**VC**') or Other Audio - Visual Means ('**OAVM**'), to transact the following businesses. The venue of the EGM shall deemed to be the Registered Office of the Company situated at Regd. Office: Plot No. 5, Inside Govind Narayan Singh Gate, Chuna Bhatti, Kolar Road, Bhopal 462016 (M.P.) :-

SPECIAL BUSINESSES:

ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ALOK VERMA (DIN: 10915677) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF 5 CONSECUTIVE YEARS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150,, 152, 160 and 162 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), and in accordance with the provision of Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Alok Verma (DIN: 10915677), who was appointed as an Additional Non-Executive Director in the category of an Independent Director with effect from January 22, 2025, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years from January 22, 2025 to January 21, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO. 2: TO CONSIDER AND APPROVE THE LIMIT OF RS. 4825 CRORES UNDER SECTION 185, 186 AND OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013 FOR MAKING INVESTMENTS, PROVIDING ANY LOANS/GUARANTEE/SECURITIES TO THE SUBSIDIARIES COMPANIES/ASSOCIATES COMPANIES/PRIVATE COMPANIES/JES FOR THE FINANCIAL YEAR 2025-26.

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

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



“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, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) to make investment and acquire by way of subscription, purchase or otherwise, securities and to give any loans, advances and to provide guarantee or security to any of Subsidiary Companies and/or Associate Companies (whether public or private company) and/ or Joint Venture and/ or Trust and/ or Body Corporate(s) for providing any Loans (whether funded or non-funded) by any Bank, Financial Institution, NBFC, Company or other body corporate(s) for providing financial support as per the requirement of the lenders/ Government authorities and business necessity not exceeding to Rs. 4825 crores (Rupees Four Thousand Eight Hundred Twenty Five Crores Only) for financial year 2025-26, in one or more tranches and the said investment/loan/ guarantee/security given by the Company shall be utilized for the principal business activities of the recipient company(ies).

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

ITEM NO. 3: TO CONSIDER AND APPROVE INCREASE OF REMUNERATION PAYABLE TO MR. ROHAN SURYAVANSHI, HEAD - STRATEGY & PLANNING OF THE COMPANY.

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

“RESOLVED THAT, pursuant to the provisions of section 2(76), Section 179(3) and 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and the provision of SEBI (LODR) Regulations 2015, and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee, Audit Committee and the Board, the Consent of members of the Company be and is hereby accorded to increase the existing remuneration payable to Mr. Rohan Suryavanshi, Head - Strategy & Planning of the Company, up to Rs. 16,00,000 Per Month with effect from 1st April, 2025, who is relative of a Director of the Company and holding the Place of Profit.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

ITEM NO. 4: TO CONSIDER AND APPROVE INCREASE OF REMUNERATION PAYABLE TO MR. KARAN SURYAVANSHI, HEAD - BUSINESS DEVELOPMENT OF THE COMPANY.

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



DILIP BUILDCON LIMITED
INFRASTRUCTURE & BEYOND

“RESOLVED THAT, pursuant to the provisions of section 2(76), Section 179(3) and 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and the provision of SEBI (LODR) Regulations 2015, and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee, Audit Committee and the Board, the Consent of the members of the Company be and is hereby accorded to increase the existing remuneration payable to Mr. Karan Suryavanshi, Head - Business Development of the Company, up to Rs. 16,00,000 Per Month with effect from 1st April, 2025. who is relative of a Director of the Company and holding the Place of Profit.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors
Dilip Buildcon Limited

Place : Bhopal

Date : February 14, 2025

Regd. Office:

Plot No. 5, Inside Govind Narayan Singh Gate,

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

Ph.:0755-4029999, Fax: 0755-4029998

CIN: L45201MP2006PLC018689

Email: db@dilipbuildcon.co.in

Website: www.dilipbuildcon.com

Sd/-
Abhishek Shrivastava
Company Secretary
M. No. A-19703



Notes

1. A statement pursuant to Section 102(1) of the Companies Act, setting out the material facts in respect to Item No. 1 to 4 relating to the Special Businesses to be transacted at the EGM is annexed hereto.
2. In continuation of previous circulars issued by the Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI) to conduct EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM), MCA vide its circular bearing No. 09/2024 dated 19.09.2024 and SEBI through its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 has allowed conducting AGM/EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting till September 30, 2025. In accordance with the MCA Circulars, provisions of the Companies Act, the EGM of the Company is being held through VC / OAVM. The MUFG Intime India Private Limited ('MIPL') will be providing facilities in respect of:
 - (a) voting through remote E-voting;
 - (b) participation in the EGM through VC/OAVM facility;
 - (c) E-voting during the EGM.
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, A MEMBER IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE EGM IS BEING HELD PURSUANT TO MCA CIRCULARS THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXY (IES) BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. Participations of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
5. Members of the Company under Institutional / Corporate Members are encouraged to attend and vote at the EGM through VC. Institutional / Corporate participant Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, at investor@dilipbuildcon.co.in.
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of this EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.dilipbuildcon.com website of BSE Limited ('BSE') at www.bseindia.com and the National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of Company's Registrar and Transfer Agent, MUFG Intime India Private Limited ('MIPL') at www.in.mpms.mufg.com



7. Members who wish to inspect the documents, as mentioned in the Notice of the EGM or as required under the law, may write to the Company at investor@dilipbuildcon.co.in and the Company shall endeavor to provide inspection of documents by such Member. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on investor@dilipbuildcon.co.in
8. For receiving all communication from the Company electronically:
 - a. In case Shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@dilipbuildcon.co.in or to rnt.helpdesk@linkintime.co.in.
 - b. Members holding Shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.

PROCEDURE FOR REMOTE E-VOTING:

9. In compliance with the provisions of Section 108 of the Companies Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Circular of SEBI on E-voting facility provided by Listed Entities dated December 9, 2020, given by MCA and Regulation 44 of the Listing Regulations, the Company is pleased to provide their Members with facility to exercise their right to vote on Resolutions proposed to be considered at the EGM by electronic means and the businesses may be transacted through E-voting Services. The facility of casting the votes by the Members using an electronic voting system during the EGM will be provided by MIIPL.
 - a. The Members who have cast their vote by remote E-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
 - b. The remote E-voting period shall commence on Monday, March 17, 2025 (**9:00 Hours IST**) and ends on Wednesday, March 19, 2025 (**17:00 Hours IST**). During this period, the Members of the Company holding Shares either in physical form or in dematerialised form, as on the **cut-off date** of Friday, March 14, 2025, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by MIIPL for voting thereafter. Once the vote on resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.

Remote e-voting Instructions for Shareholders are as follows:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) 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:

- a) 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>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) 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.
- 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 NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) 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.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

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

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.



- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) 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., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “MUFG Intime / Link 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/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/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 / Link 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 “Link 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/ Link 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
- 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

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

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

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.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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”.

PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.linkintime.co.in> & Click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

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. Mobile No: Enter your Mobile No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company atleast 3 working days before the meeting.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”,



else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

GENERAL INFORMATION:

10. The voting rights shall be as per the number of Equity Shares held by the Member(s) as on Friday, March 14, 2025 being the **cut-off date**. Members are eligible to cast vote electronically only if they are holding Shares as on that date.
11. Your Board has appointed M/s Piyush Bindal & Associates, Practicing Company Secretary (C.P. No.: 7442), to act as the Scrutiniser, to scrutinise the entire E-voting process in a fair and transparent manner. The Members desiring to vote through remote E-voting are requested to refer to the detailed procedure given above.
12. The Scrutiniser shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, 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 and declare the result of the voting forthwith.

13. The “EVENT NO.” for the Company is **250075**

The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.dilipbuildcon.com and also on the website of MIPL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

OTHER INFORMATION:

14. SEBI has mandated that Securities of Listed Companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/MIPL has stopped accepting any fresh lodgement of transfer of Shares in physical form. Members holding Shares in physical form are advised to avail of the facility of dematerialisation.

15. Members are requested:

I. Write to the Company through email at investor@dilipbuildcon.co.in at least 7 days before the date of the Meeting, in case they desire any information pursuant to this Notice.

II. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address.

III. For Shares held in physical form, to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to the SEBI Circular Nos. SEBI/HO/ MIRSD/MIRSD_RTAMB/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023. All the prescribed forms can be downloaded from the Company's website at www.dilipbuildcon.com under the category of Formats of KYC. The Company has sent communication to the Members holding Shares in physical form requesting them to furnish the required details.

In terms of the above SEBI Circular, the folios wherein certain details like PAN, nomination, mobile number, mail address, specimen signature, and Bank details are not available, are required to be frozen with effect from October 1, 2023. Accordingly, Members who have not yet submitted the said details are requested to kindly provide the same to the Company/RTA at the earliest but not later than September 30, 2023, failing which their folios shall be frozen.

IV. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.

V. Approach the R&TA of the Company for consolidation of folios.

VI. Avail Nomination facility by filing in form SH-13 in accordance with Section 72 of the Act, and forward the same to the R&TA, if not done. (Applicable for those holding Shares in physical form).

VII. Send all Share transmission/ Transpositions/ Consolidation/ Duplication/ Name Deletion/ Replacement/ lodgments (physical mode) / correspondence to the R&TA of the Company, MUFG Intime India Private



Limited, upto the date of Book Closure.

- VIII. The 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company or the Company's RTA.
- IX. Pursuant to Section 101 of the Act, read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding Shares in physical form and have not registered their e-mail address can now register the same by clicking the link: www.in.mpms.mufg.com under Investor Services > E- mail/Bank detail Registration fill in the details, upload the required documents and submit. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.



ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

IN RESPECT OF ITEM NO. 1

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Alok Verma (DIN: 10915677) as an Additional Non-Executive Director in the category of an Independent Director with effect from January 22, 2025, not liable to retire by rotation, subject to approval of the Members.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Alok Verma holds office as an Additional Director upto the date of ensuing General Meeting and is eligible to be appointed as a Director of the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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), based on the recommendation of the Nomination and Remuneration Committee and Board of Director, the company hereby propose the appointment of Mr. Alok Verma, as an Independent Director of the Company for a first term of 5 (five) consecutive years with effect from January 22, 2025 to January 21, 2030 and not be liable to retire by rotation.

Mr. Alok Verma 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. Alok Verma 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. Alok Verma fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and in 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. Alok Verma as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Extraordinary General Meeting and is also available on the website of the Company <https://dilipbuildcon.com/>

Details of the Qualification, Experience, Area of Expertise along with Justification for appointment of Mr. Alok Verma are annexed provided in the “Annexure A” to the Notice of EGM.

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. Alok Verma as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Alok Verma as an Independent Director, for approval by the members of the Company.

Except Mr. Alok Verma, 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. 1 as a **Special Resolution**.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members.

IN RESPECT OF ITEM NO. 2

The Board has considered that in the ordinary course of business, the Company is required to make investments/give any loans and provide guarantee and securities in the connection with the loan availed/to be availed by the Subsidiary Companies and/or Associate Companies and/or any other Companies and/or Joint Venture and/or Trust and/or Body Corporate(s) from Banks, Financial Institutions, NBFC and other body corporate(s) while providing financial support/Loans as per the requirement of the lenders/Government authorities and business necessity from time to time. The Board has considered that the Company is eligible to make investments, give any 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 Investment, any loans, guarantee and securities should be utilized by such Companies for their principal business activities.

Hence, in order to conduct the smooth operations of the business and align with the various legislations, policies, guidelines laid down by various statutory authorities/lenders and other operational business requirements of the Subsidiary Companies and/or Associate Companies (whether public or private company) and/or Joint Venture and/or Trust and/or Body Corporate(s), on the basis of recommendation of Audit Committee, the Board of Directors of the Company has proposed to obtain approval of the shareholders by way of special resolution under section 185 & 186 of the companies Act, 2013 as contained in the notice of the Extraordinary General Meeting for an amount of Rs. 4825 Crores (Rupees Four Thousand Eight Hundred Twenty Five Crores Only) for financial year 2025-26 (for previous financial year, the Company has approved the limit of Rs. 7116 Crores for FY 2024-25) in one or more tranches at any time and the said loan/guarantee/any security given by the Company shall be utilized for the principal business activities of the recipient Company(ies).



The details of limits are as under:

Sr. No.	Name of Companies	Status	Purpose of giving loan	Rate of Interest	Require limits for FY 2025-26 (Rs. in crores)
1	DBL Transmission Private Limited	Wholly owned subsidiary	To meet the routine/principal Business activities of the Company	Interest will be charged as per section 186 of the Companies Act, 2013, if applicable, as amended from time to time	20.00
2	Bangalore Malur Highways Limited	subsidiary			80.00
3	Malur Bangarpet Highways Limited	subsidiary			90.00
4	Poondiyankuppam Highways Limited	subsidiary			110.00
5	Viluppuram Highways Limited	subsidiary			300.00
6	Sannur Bikarnakette Highways Limited	Wholly owned subsidiary			100.00
7	Bangarupalem Gudipala Highways Limited	Wholly owned subsidiary			120.00
8	Raipur-Visakhapatnam-CG-2 Highways Limited	Wholly owned subsidiary			160.00
9	Maradgi S Andola-Baswantpur Highways Limited	Wholly owned subsidiary			230.00
10	Urga – Pathalgaon Highways Limited	Wholly owned subsidiary			270.00
11	Mehgama-Hansdiha Highways Limited	Wholly owned subsidiary			160.00
12	Karimnagar-Warangal Highways Limited	Wholly owned subsidiary			235.00
13	Bengaluru-Vijayawada Expressway Package-1 Limited	Wholly owned subsidiary			500.00
14	Bengaluru-Vijayawada Expressway Package-4 Limited	Wholly owned subsidiary			600.00
15	Bengaluru-Vijayawada Expressway Package-7 Limited	Wholly owned subsidiary			600.00
16	Dharmapuri – Salem Thoppur ghat limited	Wholly owned subsidiary			100.00
17	DBL-VPR Mining Private Limited	Subsidiary			20.00
18	DBL Pachhwarra Coal Mine Private Limited	Subsidiary			200.00
19	Dodaballapur Hoskote Highways Limited	Subsidiary			110.00
20	Narenpur Purnea Highways Limited	Subsidiary			150.00



21	Repallewada Highways Limited	Subsidiary			100.00
22	Dhrol Bhadra Highways Limited	Subsidiary			60.00
23	Aarneel Technocrafts Private Limited	other than subsidiary & JVs			100.00
24	Dilip Mass Communication Private Limited	other than subsidiary & JVs			10.00
25	Genex Hotels Private Limited	other than subsidiary & JVs			25.00
26	Suryavanshi Minerals Private Limited	other than subsidiary & JVs			5.00
27	DNN Media Communication Private Limited	other than subsidiary & JVs			5.00
28	DBL-HCC JV	JV			60.00
29	HCC-DBL JV	JV			10.00
30	DBL-SRBG JV	JV			5.00
31	DBL-AHC JV	JV			5.00
32	DBL-MBZ JV	JV			5.00
33	DBL-Deco JV	JV			5.00
34	DBL-Varaha JV (UP)	JV			5.00
35	DBL-Varaha JV (HARYANA)	JV			5.00
36	DBL SIPL JV	JV			5.00
37	DBL PEL (JV)	JV			5.00
38	DBL-VKMCPL (JV)	JV			5.00
39	Un-Incorporated as on date JV	JV			50.00
40	Other (unidentified companies/not yet incorporated /through acquisition companies or otherwise)	-			200.00
	Total				4,825.00

The Board recommends as a **Special Resolution** set forth in Item No. 2 of the accompanying Notice for the approval of the Members

None of the Directors or Key Managerial Personnel of the Company and their relatives or any of other official(s) of the Company are financially interested, as set out at Item no. 2 as a **Special Resolution**. however, they may be deemed to be interested financially or otherwise to the extent of their directorship or the shareholding in such Companies, if any.



IN RESPECT OF ITEM NO. 3

Mr. Rohan Suryavanshi is the Head – Strategy and Planning at Dilip Buildcon Limited. With a robust educational background and over a decade of professional experience, he plays a pivotal role in driving the company's business strategy and operational efficiency.

He holds a Bachelor's degree in Commerce from the University of Pune and a Master's degree in Business Administration (MBA) from The Wharton School, University of Pennsylvania. His educational credentials, combined with his extensive work experience, have equipped him with the necessary skills to make strategic, data-driven decisions that enhance the company's overall growth and sustainability.

In his current role, Mr. Rohan Suryavanshi is responsible for developing and executing business strategies and financial plans. He is also instrumental in streamlining existing business processes, ensuring that the company operates efficiently, and optimizing its resources. His expertise in implementing Enterprise Resource Planning (ERP) systems has been crucial in improving operational workflows, aligning business functions, and facilitating better decision-making. Additionally, he plays a key role in investor management, ensuring that the company maintains strong relationships with its stakeholders and aligns its strategies with investor expectations.

With his leadership and strategic foresight, Mr. Rohan Suryavanshi continues to contribute significantly to the company's success and long-term vision.

Looking at his dedication and sincerity towards working and continuous efforts in the Company, on the recommendation of Nomination and Remuneration Committee, Audit Committee and subject to the approval of the members in the General Meeting, the Board of Directors of the Company at its meeting held on February 14, 2025, accorded their approval to increase remuneration of Mr. Rohan Suryavanshi, Head- Strategy and Planning, of the Company, who is a relative (Son) of Mr. Dilip Suryavanshi, Chairman and Managing Director of the Company and holding the Place of Profit, from Rs. 10,00,000 Per Month to Rs. 16,00,000 Per Month with effect from 1st April, 2025.

The Board recommends the **Ordinary Resolution** set out at Item No. 3 of the Notice for approval by the members.

Except, Mr. Rohan Suryavanshi himself, Mr. Dilip Suryavanshi, and Mr. Karan Suryavanshi being relative, none of the Directors and Key Managerial Personnels be considered as financially interested to the extent of the remuneration payable.

IN RESPECT OF ITEM NO. 4

Mr. Karan Suryavanshi, is the Head of Business Development at Dilip Buildcon Limited. He holds a Bachelor's degree in Business Administration from Symbiosis Centre for Management Studies, with over 14 years of industry experience. He joined Dilip Buildcon in 2010 and has been instrumental in the company's growth and success.

In his current role, he leads the development of various infrastructure projects, RTO, Vehicle & Mechanical departments, oversees & manage project and asset insurance, asset management and oversees various other



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INFRASTRUCTURE & BEYOND

departments of the company. He is also liaising with various other government departments to ensure smooth project execution. He is also responsible for the implementation of business policies and administration of the company.

Mr. Karan Suryavanshi plays a crucial role in the management and operations of Dilip Buildcon's subsidiaries, which includes Deevin Seismic Systems Private Limited and Jalpa Devi Engineering Private Limited, which focus on manufacturing Jio products, producing metallic and elastomeric bearings, road project components, foundry work, and railway overbridge fabrications and Bhopal Redevelopment Realty Private Limited which is engaged in real estate development project. He also oversees planning and designing, Hospitality and various management tie ups of the projects.

His leadership, coupled with his extensive experience, has made him a vital asset in steering the company's strategic direction and ensuring its operational success.

Looking at his dedication and sincerity towards working and continuous efforts in the Company, on the recommendation of Nomination and Remuneration Committee, Audit Committee and subject to the approval of the members in the General Meeting, the Board of Director of the Company at its meeting held on February 14, 2025 accorded their approval to increase remuneration of Mr. Karan Suryavanshi, Head-Business Development of the Company, who is a relative of Mr. Dilip Suryavanshi, Chairman and Managing Director holding the Place of Profit, from Rs. 8,00,000 Per Month to Rs. 16,00,000 Per Month with effect from 1st April, 2025.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval of the members. Except, Mr. Karan Suryavanshi himself, Mr. Dilip Suryavanshi, and Mr. Rohan Suryavanshi being relative, none of the Directors and Key Managerial Personnels be considered as financially interested to the extent of the remuneration payable.

Place: Bhopal
Date: February 14, 2025

By Order of the Board of Directors

Registered Office:
Plot No. 5, Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road, Bhopal-462016 (M.P.)
CIN: L45201MP2006PLC018689

Sd/-
Abhishek Shrivastava
Company Secretary
M. No. A-19703

Website: www.dilipbuildcon.com
Email: investor@dilipbuildcon.co.in.



Annexure A
(ANNEXURE A TO NOTICE DATED FEBRUARY 25, 2025)

Details of Directors seeking Appointment/Re-Appointment/Variation of the terms of remuneration at the forthcoming General Meeting

[Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Directors	Justice Alok Verma (Retired Government Senior Officer)			
DIN	10915677			
Date of Birth and age	28-11-1955			
Date of Appointment on the Board	January 22, 2025			
Qualifications	S.No.	Qualification	Year of passing	Board/University
	a.	Higher Secondary	1972	M.P. Board of Secondary Education
	b.	B.Sc.	1975	Barkatullah/Bhopal University
	c.	M.A. History	1977	Barkatullah/Bhopal University
	d.	LL.B.	1978	Barkatullah/Bhopal University
	e.	LL.M.	2004	Barkatullah/Bhopal University
	f.	ACS (Inter)	1986	The Institute of Company Secretaries of India
	g.	STAR: A Systematic Approach to Mediation Strategies	21-23 June, 2012	Pepperdine University School of Law Straus Institute for Dispute Resolution. Malibu, California, U.S.A.
Experience and Expertise	Mr. Alok Verma is a Senior Advocate of Supreme Court of India and retired Justice of the Madhya Pradesh High Court having experience of 36 years in legal and judiciary. He has worked as Deputy Secretary in Law and Legislative Affairs Department, Government of Madhya Pradesh, Bhopal; Deputy Registrar, National Judicial Academy, Bhopal; Commissioner, Departmental Enquiries, Government of Madhya Pradesh; Director (Prosecution), Government of M.P.; Additional/District and Sessions Judge in			



	various places in Madhya Pradesh; Appellate Authority, Admission and fee regulatory Committee, Bhopal and he possesses the necessary skills, capabilities and experience required for this role.
Directorships held in other public Companies and Private Companies (excluding foreign companies)	Nil
Memberships/Chairmanships of Committees across all Companies	<ul style="list-style-type: none"> • Member of Business Development and Administration Committee of Dilip Buildcon Limited • Chairperson of following committees of Dilip Buildcon Limited <ul style="list-style-type: none"> ➤ Borrowing Committee ➤ BRSR & ESG Committee
Number of Board Meetings attended during the year	1 out of 4 Board meeting of Dilip Buildcon limited *During his tenure only one board meeting was held
No. of Equity Shares held in the Company as on date	Nil
Recognition or awards	Nil
Disclosures of relationship between Directors inter-se	He is not related to any of the Directors
Skill & Capabilities	Civil and Criminal Laws, Writ Petitions, Constitutional Laws, Mercantile Laws, Construction and Arbitrations, Corporate Governance and Service Laws
Terms and Conditions of appointment or re-appointment along with details of remuneration	As per Nomination and Remuneration Policy of the Company as displayed on the Company's website, https://dilipbuildcon.com/wp-content/uploads/2024/01/2.NominationandRemunerationPolicy.pdf and resolution regarding Appointment mentioned in the notice of Extra Ordinary General Meeting. He shall be entitled to sitting fees for attending meetings of the Board and Committees
Justification for choosing the appointees for appointment as Independent Directors	<p>1. Judicial Experience</p> <p>Mr. Alok Verma has served in the judiciary for over three decades, holding key positions such as Judicial Magistrate First Class, Chief Judicial Magistrate, Additional/District and Sessions Judge, and eventually as a Justice of the Madhya Pradesh High Court. His judicial expertise ensures a strong foundation in legal compliance, corporate governance, and ethical decision-making.</p> <p>2. Expertise in Regulatory and Legal Affairs</p>



His tenure as Deputy Secretary in the Law and Legislative Affairs Department, Deputy Registrar of the National Judicial Academy, and Commissioner for Departmental Enquiries in the Government of Madhya Pradesh provides him with deep insights into regulatory compliance, dispute resolution, and administrative law.

3. Experience in Governance and Vigilance

Mr. Verma has held critical positions such as Chief Vigilance Officer of the Madhya Pradesh Housing Board and Director (Prosecution) for the Government of Madhya Pradesh. These roles have equipped him with extensive knowledge in governance, internal controls, and fraud prevention—an essential skill set for an Independent Director overseeing corporate integrity.

4. Dispute Resolution and Mediation Expertise

His training in mediation strategies from Pepperdine University, USA, underscores his ability to handle corporate disputes efficiently. This expertise will be invaluable in ensuring smooth business operations and resolving legal matters amicably.

5. Corporate and Compliance Knowledge

Justice Verma's qualification in Company Secretaryship (ACS-Inter) demonstrates his familiarity with corporate laws, regulatory frameworks, and governance principles. His knowledge will enhance the company's ability to navigate complex corporate legalities effectively.

6. Commitment to Ethics and Transparency

Having served in judicial and regulatory capacities throughout his career, Mr. Verma embodies the principles of ethics, transparency, and fairness. His presence on the Board will strengthen Dilip Buildcon Limited's commitment to corporate governance and compliance with legal standards.

7. Independent and Impartial Decision-Making

As a former High Court Justice and regulatory authority, he has demonstrated a strong commitment to independent decision-making, free from external influences. His impartiality and legal insight will provide strategic direction to the Board, ensuring sound corporate governance practices.



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	<p>8. Contributions to Policy and Administration</p> <p>His experience as Appellate Authority for the Admission and Fee Regulatory Committee, Bhopal, showcases his ability to formulate policies, evaluate compliance, and ensure procedural fairness—an asset for the company in navigating regulatory challenges.</p>
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By Order of the Board of Directors
Dilip Buildcon Limited

Place : Bhopal
Date : February 14, 2025

Regd. Office:
Plot No. 5, Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road, Bhopal-462016 (M.P.)
Ph.:0755-4029999, Fax: 0755-4029998
CIN: L45201MP2006PLC018689

Sd/-
Abhishek Shrivastava
Company Secretary
M. No. A-19703

Email: db@dilipbuildcon.co.in
Website: www.dilipbuildcon.com