August 29, 2026

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 Twentieth (20th) Annual General Meeting of the Company (AGM) for the financial year 2025-26.

Dear Sir/Madam

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the **Twentieth (20th) Annual General Meeting (AGM)** of the Company to be held on Tuesday, September 22, 2026, at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The said notice is also being sent through electronic mode to all the members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depositories.

Further, the Annual Report including the Notice of the 20th AGM is also available on the Company's website at www.dilipbuildcon.com and on the website of MUFG Intime India Private Limited (Registrar and Transfer Agent) at https://instavote.linkintime.co.in.

We hereby request you to take the information on your records.

With regards
For Dilip Buildcon Limited

ABHISHEK SHRIVASTAVA
Digitally signed by ABHISHEK SHRIVASTAVA
Date: 2026.08.29 17:34:17 +05'30'

Abhishek Shrivastava
Company Secretary

Encl: Notice of the 20th Annual General Meeting

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

Notice

NOTICE IS HEREBY GIVEN THAT the 20th (twentieth) Annual General Meeting ("AGM") of the members of Dilip Buildcon Limited will be held on Tuesday, **September 22, 2026 at 11.00 A.M.** (IST) through video conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No. 5 Inside Govind Narayan Singh Gate, Chuna Bhatti, Kolar Road, Bhopal-462016 (M.P.)

ORDINARY BUSINESS

1. (a) **To review, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.**

   "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

   (b) **To review, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Report of the Auditors thereon.**

   "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To declare dividend on equity shares for the financial year ended March 31, 2026;**

   "RESOLVED THAT dividend at the rate of ₹ 1/- (Rupee one only) per equity share of ₹ 10/- (Rupees ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company."

3. **To appoint Mr. Devendra Jain, Director (DIN: 02374610), who is liable to retire by rotation in terms of section 152(6) of Companies Act, 2013, being eligible and offers himself for re-appointment.**

   "RESOLVED THAT Mr. Devendra Jain (DIN: 02374610), who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible for appointment be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation"

SPECIAL BUSINESS

4. **To ratify the remuneration payable to the Cost Auditor for the Financial Year 2026-27.**

   To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies (Cost records and Audit Rules) 2014, the remuneration, as approved by the Board of Directors and set out in the statement annexed to this Notice, to be paid to the **M/s. Yogesh Chourasia & Associates, Cost Accountants**, Bhopal (ICWAI Firm Registration No.000271), Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified.

5. **To approve the increase in remuneration of Ms. Tarishi Jain (Financial Analyst) and holding an office or place of profit in the Company.**

   To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), the Company's Policy on Related Party Transactions and subject to such approvals, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded to increase the remuneration of Ms. Tarishi Jain, Financial Analyst and holding an office or place of profit and holding an office or place of profit in the Company. and daughter of Mr. Devendra Jain, Managing Director & Chief Executive Officer of the Company, from ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month to an amount not exceeding ₹ 12,00,000/- (Rupees Twelve Lakh only) per month with effect from October 01, 2026, on such other terms and conditions as may be determined by the Board of Directors from time to time.

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorised to alter, vary, revise or modify the terms of remuneration within the aforesaid limit and to do all such acts, deeds, matters and things and execute all such documents as may be necessary or expedient for giving effect to this resolution."

6. **To approve material Related Party transactions with DBL Neemuch Renewable Limited.**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Neemuch Renewable Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregate value not exceeding ₹**1,025.00 Crores (Rupees One Thousand Twenty-Five Crore Only)** for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

7. **To approve material Related Party transactions with DBL Shajapur Solar Limited.**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Shajapur Solar Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregate value not exceeding ₹**1,005.00 Crores (Rupees One Thousand Five Crore Only)** for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

8. **To approve material Related Party transactions with Mekhali Power Transmission Limited.**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **Mekhali Power Transmission Limited**, (being Wholly Owned Subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion for an aggregate value not exceeding ₹ **1,240.00 Crores (Rupees One Thousand Twelve Hundred Forty Crores Only)** for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

9. To approve enhancement of the existing Material Related Party Transaction limits with DBL Bhopal Solar Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to revise and enhance the existing aggregate limit of Material Related Party Transactions approved by the Members through Postal Ballot on May 1, 2026 in respect of **DBL Bhopal Solar Limited**, by including investment transactions aggregating to ₹ **65.00** Crores, thereby increasing the aggregate limit from ₹**1,210.00 Crores to** ₹**1,275.00 Crores**, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Bhopal Solar Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion, for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

10. To approve enhancement of the existing Material Related Party Transaction limits with DBL Dhar Solar Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the

Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to revise and enhance the existing aggregate limit of Material Related Party Transactions approved by the Members through Postal Ballot on May 1, 2026 in respect of **DBL Dhar Solar Limited**, by including investment transactions aggregating to ₹ **62.50 Crores**, thereby increasing the aggregate limit from ₹**1,165.00 Crores to** ₹**1,227.50 Crores**, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Dhar Solar Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion, for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

11. To approve enhancement of the existing Material Related Party Transaction limits with DBL Guna Solar Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to revise and enhance the existing aggregate limit of Material Related Party Transactions approved by the Members through Postal Ballot on May 1, 2026 in respect of **DBL Guna Solar Limited**, by including investment transactions aggregating to ₹ **65.00 Crores**, thereby increasing the aggregate limit from ₹**1,220.00 Crores to** ₹**1,285.00 Crores**, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Guna Solar Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion, for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

12. To approve enhancement of the existing Material Related Party Transaction limits with DBL Mandsaur Solar Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the

Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to revise and enhance the existing aggregate limit of Material Related Party Transactions approved by the Members through Postal Ballot on May 1, 2026 in respect of **DBL Mandsaur Solar Limited**, by including investment transactions aggregating to ₹ **72.50 Crores**, thereby increasing the aggregate limit from **₹1,355.00 Crores to ₹1,427.50 Crores**, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Mandsaur Solar Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion, for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

13. To approve enhancement of the existing Material Related Party Transaction limits with DBL Mandvi Ratlam Renewable Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to revise and enhance the existing aggregate limit of Material Related Party Transactions approved by the Members through Postal Ballot on May 1, 2026 in respect of **DBL Mandvi Ratlam Renewable Limited**, by including investment transactions aggregating to ₹ **60.00 Crores**, thereby increasing the aggregate limit from **₹1,130.00 Crores to ₹1,190.00 Crores**, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Mandvi Ratlam Renewable Limited,** (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion, for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

14. To approve enhancement of the existing Material Related Party Transaction limits with DBL Rajgarh Solar Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to revise and enhance the existing aggregate limit of Material Related Party Transactions approved by the Members through Postal Ballot on May 1, 2026 in respect of **DBL Rajgarh Solar Limited**, by including investment transactions aggregating to ₹ **75.00 Crores**, thereby increasing the aggregate limit from ₹**1,390.00 Crores to ₹ 1,465.00 Crores**, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Rajgarh Solar Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion, for such period as may be required by and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

15. To approve enhancement of the existing Material Related Party Transaction limits with DBL Sukheda Ratlam Solar Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to revise and enhance the existing aggregate limit of Material Related Party Transactions approved by the Members through Postal Ballot on May 1, 2026 in respect of **DBL Sukheda Ratlam Solar Limited**, by including investment transactions aggregating to ₹ **75.00 Crores**, thereby increasing the aggregate limit from ₹**1,415.00 Crores to** ₹**1,490.00 Crores**, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Sukheda Ratlam Solar Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion, for such period as may be required the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

16. To approve enhancement of the existing Material Related Party Transaction limits with DBL Vidisha Solar Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to the Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the recommendation of the Board of Directors, the approval of the Members be and is hereby accorded to the Board of Directors to revise and enhance the existing aggregate limit of Material Related Party Transactions approved by the Members through Postal Ballot on May 1, 2026 in respect of **DBL Vidisha Solar Limited**, by including investment transactions aggregating to **₹ 67.50 Crores**, thereby increasing the aggregate limit from **₹1,255.00 Crores to ₹1,322.50 Crores**, 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 whereof are set out in the Explanatory Statement annexed to this Notice pursuant to Section 102 and other provisions of the Companies Act, 2013 read with related rules and regulations, with **DBL Vidisha Solar Limited**, (being a step down subsidiary and a related party of the Company as per Regulation 2(1)(zb) of the SEBI Listing Regulations) on such material terms and conditions as approved by the Board of Directors (the "Board", which term shall include any of the committees thereof being authorised in this behalf) of the Company, in its absolute discretion, for such period as may be required and the said contract(s)/ arrangement(s)/ transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business.

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

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

17. To approve the issuance of Non-Convertible Debentures

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the regulations issued by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, (if applicable) and the regulations, norms, circulars, guidelines, clarifications, notifications prescribed or issued by the Reserve Bank of India, from time to time (if applicable) and other applicable provisions, if any, and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, 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 offer or invite subscriptions for secured/unsecured redeemable, non-convertible debentures, in one or more series/tranches, of an aggregate nominal value up to ₹ 1000.00 Crores (Rupees One Thousand Crores Only) on private placement basis, to such persons and on such terms and conditions as the Board may from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the said limit of ₹ 1000.00 Crores (Rupees One Thousand Crores Only) shall be within the overall borrowing limit as approved by the members under Section 180(1)(c) of the Companies Act, 2013.

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

18. To approve the issuance of Commercial Paper:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 42, 179 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the regulations issued by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time and the regulations, norms, circulars, guidelines, clarifications, notifications prescribed or issued by the Reserve Bank of India, from time to time and other applicable provisions, if any and subject to the provisions of the Articles of Association of the Company, the consent of the members of the Company be and 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 borrow from time to time, by issuance of Commercial Papers ("CPs"), on private placement basis with a view to augment the business of the Company for an amount not exceeding ₹ 1000.00 Crores (Rupees One Thousand Crores Only) with or without earmarking of the Working Capital Limit, on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be.

RESOLVED FURTHER THAT the said limit of ₹ 1000.00 Crores (Rupees One Thousand Crores Only) shall be within the overall borrowing limit approved by the members under Section 180(1)(c) of the Companies Act, 2013.

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

19. To approve the continuation of holding the office of Chairman and Managing Director of the Company by Mr. Dilip Suryavanshi

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of section 196 (read with Schedule V of the Companies Act, 2013 ('Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as per SEBI (LODR) Regulation, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and other applicable provisions, if any, on such conditions and modifications as may be prescribed or imposed, if any and pursuant to the Articles of Association of the Company and that based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for continuation of appointment of Mr. Dilip Suryavanshi (DIN: 00039944) as the Managing Director of the Company for his remaining tenure i.e. up to August 25, 2027, who shall attain the age of 70 years during his term of office.

RESOLVED FURTHER THAT the terms and conditions of the appointment and/or remuneration shall remain unchanged.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

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

sd/
Abhishek Shrivastava
Company Secretary

Place: Bhopal
Date: August 10, 2026

Registered Office

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

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs ("MCA") has vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM.In terms of the said circulars, the 20th Annual General Meeting ("AGM") of the members of the Company will be held through VC/ OAVM and permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the members at a common venue. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the AGM through VC/OAVM as set out in note No. 35 to 37 of this notice of the AGM and also available at the Company's website at www.dilipbuildcon.com.

2. **Pursuant to the MCA and SEBI circulars related to hold the Annual General Meeting of the company through Video Conferencing ("VC") or other audio-visual means ("OAVM"), physical attendance of the members has been dispensed with and hence there is no requirement for the appointment of proxies. The facility for appointment of proxies by the members will not be available for the AGM. The attendance slip/ route map/proxy form are not annexed to this notice.**

3. The details of technology provider and helpline number regarding any query/assistance for participation/e-voting in the AGM through VC/OAVM are as under:

Name& Designation	Mr. Rajiv Ranjan Sr. Asst. Vice President- E- voting
Address	MUFG Intime India Private Limited C-101, Embassy 247, LBS Marg, Vikhroli (West) Mumbai- 400083
Phone no.	+91 22 49186000
Email	enotices@in.mpms.mufg.com

4. The relevant statement pursuant to Section 102(1) of the Companies Act, 2013 related to the Special Business under item No. 4 to 19 of the accompanying notice to be transacted at the AGM is annexed hereto and the relevant details of the director seeking appointment/re- appointment at this AGM as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standards') are annexed hereto. Requisite declarations have been received from the directors of the Company seeking appointment/re-appointment.

5. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives for attending the AGM through VC/OAVM, participating thereat, and cast their votes through e-voting.

6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting .The said Resolution/ Authorization shall be sent to the scrutinizer through its registered email address at cspiyushbindal@gmail.com with a copy marked to Registrar and Transfer Agent i.e. MUFG Intime India Private Limited, investor.helpdesk@in.mpms.mufg.com and to the Company at eagm@dilipbuildcon.co.in.

7. In terms of the provisions of Section 152 of the Act, Mr. Devendra Jain (DIN: 02374610), Managing Director of the Company, liable to retire by rotation at the ensuing 20th Annual General Meeting and being eligible and offers himself for the re-appointment. The information required to be provided under the SEBI (LODR) Regulations, 2015 and the Secretarial Standards on General Meetings, regarding the directors whose appointment/re-appointment/variation in the terms of appointment are proposed and the relevant information in respect of the business under item No. 3 as set out below are annexed hereto.

8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

9. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) having office at C-101, Embassy 247, LBS Marg, Vikhroli (West) Mumbai- 400083.

10. Copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture holder of debentures issued by the Company and to all other persons so entitled. Further, the notice for AGM shall be given only through emails registered with the Company, RTA and email ids provided by the depositories.

11. In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed for seeking approval at this 20th AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members upto the date of the AGM. All documents referred to in the accompanying Notice and the explanatory statement have been uploaded on the website of the Company at www.dilipbuildcon.com. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this notice up to the date of AGM. Any member who seeks to inspect such documents physically, can send an email to eagm@dilipbuildcon.co.in.

12. The facility for joining the AGM shall open 30 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 30 minutes after such schedule time. The Members can join the AGM by following the procedure as mentioned in the Notice of AGM.

13. The facility of participation at the 20th AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circular. However, this restriction shall not apply to large shareholders (shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

14. In line with aforesaid circulars of the MCA and the SEBI, Notice of the AGM along with the Annual Report 2025-

26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA.

15. As per the MCA Circular, Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Hence, the members who log-in to the video conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

16. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:** In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories/ RTA. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.dilipbuildcon.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).

17. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulation,2015 (as amended) read with SEBI Master circular dated January 30, 2026 and aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Member through Company's Registrar and Transfer Agent i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited). Kindly refer Note no. 34 below for detailed instructions for remote e-voting.

18. **Joining/Attending AGM through Instameet:** Members will be provided with a facility to attend the AGM through video conferencing platform provided by the MUFG Intime India Private Limited. The Members may access the shareholder's/ member's login by using the remote e-voting credentials. For detailed instructions kindly refer note no. 35 given below for participating in AGM through VC/OAVM.

19. **To speak during the AGM through Instameet:** Members will be provided with a facility to attend the AGM through video conferencing platform provided by the MUFG Intime India Private Limited. For detailed instructions kindly refer note no. 36 given below to speak during the AGM through Instameet.

20. **Voting during the AGM through Instameet:** Members who are present at the AGM through VC/OAVM and have not cast their vote on resolutions through remote e-voting may cast their vote during the AGM through the e-voting system provided by MUFG Intime India Private Limited during the AGM. The Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting. Kindly refer Note no. 37 below for instructions for e-voting during the AGM.

21. **Submission of questions/queries prior to AGM:**

    a) Members desiring any additional information with regards to Accounts/Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's email-id i.e. eagm@dilipbuildcon.co.in at **least 10 days before the date of the AGM**, so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date.

    b) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or send an email to enotices@in.mpms.mufg.com or Call at :- Tel : 022 – 49186000.

22. The Company has fixed **Tuesday, September 15, 2026** as **cut-off date** for identifying the members who shall be eligible to vote through remote e-voting facility or for participation and voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote at the AGM.

23. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Wednesday, September 16, 2026 to Tuesday, September 22, 2026 (both day inclusive)** for the purpose of 20th AGM and eligibility to participate in distribution of Dividend for the Financial Year 2025-26, if approved at this AGM.

24. The Board of Directors have recommended a final dividend of ₹ 1/- (Rupee One) i.e. 10 % per equity share of ₹ 10/- each for the financial year 2025-26. The dividend on equity shares for the financial year 2025-26, if approved by the shareholders of the Company, will be paid within a period of 30 days from the date of the Annual General Meeting.

25. If the final dividend is approved at the AGM, payment of such dividend will be paid to those members whose names appears in the company's Register of Members and as beneficial owner as per the details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the close of business hours on Tuesday, September 15, 2026 after giving effect to all valid transfer/transmission in physical form lodged on or before Tuesday, September 15, 2026 with the Company and/or its Registrar and Share Transfer Agent.

26. Payment of dividend shall be made through electronic mode to the bank account of the Members registered with the Company/RTA or the Depositories, as applicable.

Members are advised to ensure that their bank account details are correctly updated and registered to enable timely and direct credit of dividend. Members holding Equity Shares in dematerialised mode are requested to update their bank account details with their respective Depository Participant(s), while Members holding Equity Shares in physical mode are requested to update their bank account details with the Company's Registrar and Transfer Agent, i.e. MUFG Intime India Private Limited. Kindly refer note no 38 for Registration of email addresses with RTA.

27. Pursuant to Finance Act, 2025 and press release of Central Board of Direct Taxes, if the company declared the dividend, the company is not required to pay the Dividend Distribution Tax but the dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. Shareholders are requested to refer to the relevant provisions of the Income-tax Act, 2025 and the rules made thereunder for the applicable rates of tax. The shareholders are requested to update their PAN with the Company/R&T Agent i.e. MUFG Intime India Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). No communication on the tax determination/deduction shall be considered after cut-off date i.e. **Tuesday, September 15, 2026.** All communications/ queries in this respect should be addressed to our RTA, MUFG Intime India Private Limited. Kindly refer note no. 40 below for instructions.

For Resident Members, tax shall be deducted at source under Section 393 of the Income Tax Act, 2025.

Members having a valid PAN	10% or such rate as may be prescribed by the Central Government
Members not having PAN/valid PAN/ Inoperative PAN:	20% or such rate as may be prescribed under the Income-tax Act, 2025

No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the resident shareholders during Financial Year 2026-27 does not exceed ₹ 10,000/-. In case where the shareholder provides Form 121 and provided that all the required eligibility conditions are met, no tax will be deducted at source.

Apart from above cases following categories of shareholders are exempt from tax deduction at source:

(a) the Life Insurance Corporation of India established under the Life Insurance Corporation Act, 1956 (31 of 1956), in respect of any shares owned by it or in which it has full beneficial interest;

(b) the General Insurance Corporation of India or to any of the four companies, formed by virtue of the schemes made under section 16(1) of the General Insurance Business (Nationalisation) Act, 1972 (57 of 1972), in respect of any shares owned by the Corporation or such company or in which the Corporation or such company has full beneficial interest;

(c) any other insurer in respect of any shares owned by it or in which it has full beneficial interest;

(d) a "business trust", as defined in section 2(21), by a special purpose vehicle referred to in Schedule V

(e) any other person as may be notified by the Central Government in the Official Gazette in this behalf.

The following payees are also not subject to TDS in view of the provisions of sections 393 of Income Tax Act, 2025 and CBDT notification:

(a) the Government

(b) the Reserve Bank of India

(c) a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from Income-tax on its income

(d) Mutual Fund

(e) any person for, or on behalf of, the New Pension System Trust referred to in section 10(44) [sub section 1E to section 197A];

(f) Category I or a Category II Alternative Investment Fund (registered with SEBI as per section 115UB) as per Notification 51/2015 since their income, other than profits and gains of business and profession.

For Foreign Portfolio Investor (FPI) category Shareholders, taxes shall be deducted at source under Section 393(2) of the Income Tax Act, 2025 at 20% (plus applicable surcharge and cess) on the amount of dividend payable.

For other Non-resident Shareholders, taxes are required to be deducted in accordance with the provisions of Section 393(2) of the Income tax Act, 2025, at the rates in force. As per the relevant provisions of the Income tax Act, 2025, the tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. However, in terms of **Section 159(2)** of the Income-tax Act, 2025, a Non-resident shareholder may opt to be governed by the provisions of the applicable Double Taxation Avoidance Agreement ("DTAA"), if such provisions are more beneficial. To avail the benefit of the applicable DTAA rate, the Non-resident shareholder is required to furnish the following documents on or before the prescribed date:

1. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;

2. Tax Residency Certificate (TRC) issued by the tax authorities of the country of residence, valid for the relevant Tax Year;

3. Declaration by the non-resident in prescribed form 41

4. Self-declaration by the non-resident shareholder as to:

- Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
- No Permanent Establishment/fixed base in India in accordance with the applicable tax treaty;
- The shareholder being the beneficial owner of the dividend income to be received on the equity shares.

In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income tax Act, 2025, we request you to upload the above-mentioned details and documents in the format as provided by the MUFG Intime India Private Limited. Kindly refer note no. 41 below for instruction and/ or on the email id eagm@dilipbuildcon.co.in by 05.00 p.m. IST on or before Tuesday, September 15, 2026.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non-Resident shareholder.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder.

A Resident individual member having valid PAN, subject to fulfilment of conditions specified in the Income Tax Act, 2025 can provide Form No. 121, to avail the benefit of non-deduction of tax at source. Resident shareholders may also submit such other documents/ declarations as may be prescribed under the Income-tax Act, 2025 for deduction of tax at a lower rate or for non-deduction of tax, as applicable. Quoting of PAN is mandatory for shareholders furnishing Form No. 121 or any other document/declaration for claiming the benefit of lower or nil deduction of tax at source. No tax shall be deducted on the dividend payable to a resident individual shareholder if the aggregate dividend payable during the Financial Year 2026-27 does not exceed ₹ 10,000, subject to the provisions of the Income-tax Act, 2025.

For Non-Resident members, taxes are required to be withheld in accordance with the provisions of the Income Tax Act, 2025, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess). Certain non-resident members may be eligible to avail the benefit conferred by the Double Tax Avoidance Agreement (DTAA) between India and the Country of residence of shareholder, subject to fulfilment of conditions attached thereto. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident members. To avail beneficial rates under DTAA, the Non-Resident members will have to provide certain documents viz; Tax Residency Certificate for 2026-27 from the jurisdictional tax authorities confirming residential status, Form 41 as prescribed under Income tax rules, self-attested copy of Permanent Account Number ('PAN') card, self-declaration in the format prescribed by the Company. In order to enable the Company to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income tax Act, 2025, members are requested to upload the above mentioned details and documents in the format provided as provided by the MUFG Intime India Private Limited. Kindly refer Note no. 40 below for instruction and or on the email id eagm@dilipbuildcon.co.in by 05.00 p.m. IST on or before Tuesday, September 15, 2026.

28. **Updation of PAN, KYC and Nomination Details:** SEBI vide Master Circular No. SEBI/HO/ MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein PAN, KYC details (including contact details, bank account details and specimen signature) are not updated shall be eligible for lodging grievance or availing service requests only after registration of the required details. Further, any payments including dividend in respect of such folios shall be made only through electronic mode with effect from April 1, 2024, upon registration of the required details. Accordingly, payment of dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), at investor.helpdesk@in.mpms.mufg.com.

    Further, SEBI vide Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 relaxed the requirements relating to nomination and clarified that: (a) non submission of 'choice of nomination' shall not result in freezing of demat accounts or mutual fund folios; (b) securityholders holding securities in physical form shall be eligible to receive payments including dividend, interest or redemption payment and to lodge grievances or avail any service request from the RTA even if 'choice of nomination' is not submitted; and (c) payments including dividend, interest or redemption payment withheld by listed companies/RTAs solely for want of 'choice of nomination' shall be processed accordingly. However, all new investors shall continue to mandatorily provide the 'choice of nomination' for demat accounts (except for jointly held demat accounts). Shareholders holding shares in physical form who wish to register nomination, opt out of nomination, or cancel/vary an existing nomination may submit the prescribed forms to the RTA.

The forms for updation of PAN, KYC, bank details and nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14, along with the SEBI Circulars, are available on the Company's website at https://dilipbuildcon.com/investor-service-request/. Members holding shares in physical form are requested to submit the requisite forms along with supporting documents to the Company's RTA, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), at investor.helpdesk@in.mpms.mufg.com. at the earliest.

Further, The Company has launched the 'Saksham Niveshak 100 Days Campaign' to create awareness amongst investors and updation of KYC and nomination details and enable investors to claim their rightful entitlements. The Company has communicated the opening of this special window to the investors from time to time and the details are made available on the Company's website at www.dilipbuildcon.com.

29. Pursuant to Section 124 of the Companies Act, 2013, the Company has unpaid or unclaimed dividends declared for the financial year 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 and has uploaded the details of unpaid and unclaimed dividends on the website of the Company and the same can be accessed through the link www.dilipbuildcon.com

30. Further pursuant to section 124(5) the amount in the unpaid dividend account if remains unclaimed or unpaid for a period of seven years, then such amount along with interest accrued, if any be liable to be transferred to the Investors Education and Protection Fund.

31. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID viz. investor@dilipbuildcon.co.in to enable the Investors to register their complaints, if any.

Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/ HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/ regulated entities in the securities market.

SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal https://scores.sebi.gov.in/ in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/ she/they can initiate dispute resolution through the ODR Portal. The SMART ODR Portal can be accessed at: https://smartodr.in/login.

32. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.

33. Pursuant to the amendment in Regulation 40 of SEBI (LODR) Regulations, 2015, vide Gazette notification dated June 8, 2018, effective from April 1, 2019, barred physical transfer of shares of listed companies and mandated transfer only through demat. However, the investors are not barred from holding shares in physical form.

Further, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, had opened a special window for re-lodgement of transfer deeds relating to physical securities, which were lodged prior to April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process or otherwise, for a period of six months from July 07, 2025 to January 06, 2026. Subsequently, SEBI vide Circular No. **HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026**, has opened another special window for transfer and dematerialisation of physical securities (including fresh lodgement of transfer deeds not lodged earlier) executed prior to April 01, 2019, for a period of one year from February 05, 2026 to February 04, 2027. Securities transferred pursuant to such requests shall be credited only in demat mode and shall be locked-in for a period of one year from the date of registration of transfer. Members holding relevant share certificates may avail of this facility by submitting the requisite documents to the Company's RTA, MUFG Intime India Private Limited, at investor.helpdesk@in.mpms.mufg.com.

34. **PROCEDURE AND INSTRUCTION FOR REMOTE E-VOTING (voting through electronic means) for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020.**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**METHOD 1 - NSDL OTP based login** a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. c) Enter the OTP received on your registered email ID/ mobile number and click on login. 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. **METHOD 2 - If registered with NSDL IDeAS facility** **Shareholders registered for IDeAS facility:** a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section". b) Enter IDeAS User ID, Password, Verification code & click on "Log-in". c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services. 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 not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit". c) Enter the last 4 digits of your bank account / generate 'OTP' d) Post successful registration, user will be provided with Login ID and password. e) Follow steps given above in points (a-d). Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. Google Play App Store **METHOD 3 - NSDL e-voting website** 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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login". 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	**METHOD 1 - CDSL e-voting page** a) Visit URL: https://www.cdslindia.com. b) Go to e-voting tab. c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit". d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **METHOD 2 - CDSL Easi/ Easiest facility:** **Shareholders registered for Easi/ Easiest facility:** a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)". b) Enter existing username, Password & click on "Login". c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **Shareholders not registered for Easi/ Easiest facility:** a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration. b) Proceed with updating the required fields for registration. c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).
Individual Shareholders holding securities in demat mode with depository participants	Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility. a) Login to DP website b) After Successful login, user shall navigate through "e-voting" option. c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "**Login**" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

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

Shareholders not registered for INSTAVOTE facility:

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

A. User ID: Enter User ID

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

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 'point 4' above.
- Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

E. 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).

F. Enter Image Verification (CAPTCHA) Code.

G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

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

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

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by

8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

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

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

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

Enter the "Event No." for which you want to cast vote.

c) Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No."

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

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

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

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 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

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

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

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

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

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

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

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

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

  During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

PART B

OTHER INSTRUCTIONS RELATED TO REMOTE E-VOTING:

(i) Further in Compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and pursuant to the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime India Private Limited for conducting of the e-AGM and providing e-voting facility to all its members

(ii) The **e-voting period commences on Saturday, September 19, 2026 (09.00 a.m. IST) and ends on Monday, September 21, 2026 (05.00 p.m. IST)**. The e- voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast their vote again.

(iii) Voting rights of a member /beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date. As per the Secretarial Standard SS-2 on General Meetings 'cut-off date' means a date not earlier than 7 days before the date of general meeting.

(iv) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, September 15, 2026 may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.comr contact M/s MUFG Intime India Private Limited telephone number +91 22 49186000. Any such member who seeks to inspect documents mentioned at note no. 11, may send an email to eagm@dilipbuildcon.co.in

(v) CS Piyush Bindal, Practicing Company Secretary, Proprietor of M/s Piyush Bindal & Associates, Company Secretaries (Membership No. FCS 6749; CP No. 7442) having office address at S-12, 2nd Floor, Gurukripa Plaza, Zone -II, M.P. Nagar, Bhopal - 462011 has been appointed as the Scrutiniser to scrutinise the Remote e-voting and e-voting process during e-AGM in a fair and transparent manner.

The Scrutinizer shall, prepare a Scrutinizer's Report and submit to the Chairman or a person authorised by him in writing who shall countersign the same. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.dilipbuildcon.com and website of the MUFG Intime India Private Limited, www.in.mpms.mufg.com The result will simultaneously be communicated to the stock exchanges where the shares of the Company are listed within two working days of the conclusion of the Annual General Meeting of the Company.

(vi) The "EVENT NO. "for the Company is 260642

35. **PROCEDURE AND MANNER FOR JOINING/ ATTENDING THE E-AGM THROUGH INSTAMEET ARE AS UNDER:**

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "**Login**".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

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

36. **INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET**

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

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.*

37. **PROCEDURE AND INSTRUCTION TO VOTE DURING ANNUAL GENERAL MEETING THROUGH INSTA MEET**

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 link "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 instameet@in.mpms.mufg.com or contact on: - Tel: +91 22 49186000/ 4918 6175.

38. **PROCEDURE FOR REGISTRATION OF EMAIL ADDRESSES WITH RTA FOR RECEIVING AGM NOTICE AND E-VOTING DETAILS:**

The Company has made special arrangements with the RTA and NSDL for the registration of e-mail addresses of those members whose e-mail addresses are not registered with the Company/ DPs to receive this Notice and cast votes electronically. Members are required to follow the below procedure on or before:

i. Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html.

ii. Select the Name of the Company from the dropdown:

iii. Enter the DP ID & Client ID/Physical Folio Number, Name of the member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificates(s) numbers.

iv. Enter your Mobile No and email id and click on the Continue button.

v. The system will send OTP on Mobile and Email IDs.

vi. Upload a self-attested copy of your PAN card and Address proof viz. Aadhar Card, passport or front and back side of share certificate in case of Physical folio.

vii. Enter the OTP received on your Mobile and Email Address.

39. **PROCEDURE FOR RECEIVING DIVIDEND DIRECTLY IN THEIR BANK ACCOUNT ELECTRONICALLY**

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at investor.helpdesk@in.mpms.mufg.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend; b) the Bank Account type; c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions; d) 9 digit MICR Code Number; e) 11 digit IFSC Code; and f) scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

40. COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

The TDS rate may vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company in accordance with the provisions of the Income-tax Act, 2025 (the "Act"). The TDS for various categories of shareholders along with the required documents are provided in Table 1 and Table 2 below:

Table 1: Resident Shareholders:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any resident shareholder (With PAN)	As per Section 393(1) [Table Sl. no. 7] of the Act - 10%	Update/Verify your PAN, and the residential status as per the Act, if not already done, with the depositories/ depository participants ("DPs") (in case of shares held in Demat mode) and with the Company's Registrar and Transfer Agents – MUFG Intime India Private Limited (formerly Link Intime India Private Limited)
No deduction of TDS in the following cases –		
• If aggregate dividend paid or likely to be paid to a resident Individual shareholder during Tax Year 2026-27 does not exceed INR 10,000/- through any mode other than cash. For the purpose of aggregation, dividend already paid in Tax Year 2026-27 will be considered.		
• If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to such exemption.		
Submitting Form 121	NIL	Eligible Shareholder providing Form 121 **(Annexure 1)** on fulfilment of prescribed conditions. PAN is mandatory to be provided in Form 121. **Shareholders are requested to submit Form 121 considering the dividend already paid in Tax Year 2026-27.**
Certificate under Section 395(1) of the Act	Rate provided in the Certificate	Self-attested copy of certificate for Lower/NIL deduction of TDS obtained from the Income Tax authorities
Insurance Companies: Public & Other Insurance Companies	NIL	Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and registration certificate **(Annexure 2)**
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income.	NIL	Documentary evidence that the person is covered under Section 393(5)(c) of the Act. **(Annexure 2)**
Mutual Funds	NIL	Self-declaration that they are specified in Schedule VII (Table: Sl. No. 20 or 21) of the Income Tax Act, 2025 along with self- attested copy of PAN card and registration certificate **(Annexure 2)**
Alternative Investment Fund (AIF) established in India	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015 (OR). Self-declaration that its income is exempt under Schedule V (Table Sl. No. 1) of the Income Tax Act, 2025 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate **(Annexure 2)**
Recognized Provident Fund	NIL	Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Schedule XI this act, or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds and Miscellaneous Provision Act, 1952 needs to be submitted. **(Annexure 2)**
Approved Superannuation Fund	NIL	Self-attested copy of valid approval granted by the Commissioner needs to be submitted under Rule 2 of Part B of Schedule XI **(Annexure 2)**
Approved Gratuity Fund	NIL	
National Pension Scheme Trust	NIL	No TDS is required to be deducted as per Section 393(9) of the Act.
Other resident shareholder without PAN/Invalid PAN	20%	As per Section 397(2) of the Act.

Please note that:

1. Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP Id-Client Id is mandatory. In absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 397(2) of the Act. In case the shareholders who have not linked PAN with Aadhaar on or before 31st May, 2024, higher rate of TDS as applicable shall be deducted.

2. Shareholders holding shares under multiple accounts under different status / category, but linked to a single PAN, may note that, higher of the tax, as applicable to any of these status/ category will be considered on their entire holdings across all such accounts.

3. In case, dividend income is assessed/taxable in the hands of a person other than the shareholder and TDS is applicable on such dividend, then such shareholder should file declaration with Company in the manner prescribed in Rule 203 of Income Tax Rules, 2026.

Table 2: Non-resident Shareholders

Category of shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any non-resident shareholder [other than Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)]	As per Section 393(2) of the Act - 20% (plus applicable surcharge and cess) subject to applicable Treaty rate	Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement ("Tax Treaty") read with Multilateral Instrument ("MLI") provisions. The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the Company: • Self-attested Copy of the PAN Card • Self-attested copy of Tax Residency Certificate (TRC) valid as on the Board meeting date for the Tax Year 2026-27 or for the calendar year 2026 obtained from the tax authorities of the Country of which the shareholder is resident • Electronically filed Form 41. • Self-declaration confirming not having a Permanent Establishment in India, eligibility to Tax Treaty benefit read with MLI provision, if any and do not / will not have place of effective management in India. **(Annexure 3)** • Declaration to establish the genuineness of applicability of treaty provisions including provisions of General Anti-Avoidance Rules and Multilateral Instruments, if any **Tax shall be deducted at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided and dividend already paid in the Tax Year 2026-27 will also be considered for determining the surcharge.**
FIIs / FPIs	Section 393(2) [Sl. No. 15] of the Act - 20% (plus applicable surcharge and cess) subject to applicable Treaty rate	• For treaty relief as per the amended provisions of Section 393(2) [Sl. No. 15] of the Act, kindly provide all documents as stated above else tax shall be deducted at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided **and dividend already paid in the Tax Year 2026-27 will also be considered for determining the surcharge.** • Update/Verify the PAN and legal entity status as per the Act, if not already done, with the depositories or with the Company's Registrar and Transfer Agent ("RTA"), as the case may be. • Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route. • Self-attested copy of SEBI Registration certificate.
Submitting Certificate under Section 393(2) /395(1) of the Act	Rate provided in the Certificate	Self-attested copy of Lower/NIL withholding tax certificate obtained from Income Tax authorities

Please note that:

1. The Shareholders holding shares under multiple accounts under different status / category, but linked to a single PAN, may note that, higher rate of the tax, as applicable to any of these status/category will be considered on their entire holdings across all such accounts.

2. Kindly note that the Company is not obligated to apply beneficial tax treaty rates read with MLI provision at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

To view / download Annexure 1 Form 121 click here

To view / download Annexure 2 Resident Tax Declaration click here

To view / download Annexure 3 Non - Resident Tax Declaration click here

Kindly note that the aforesaid documents as explained in the Tables 1 and 2 above are required to be updated by visiting the link: https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html or in case of any difficulty, can also to be submitted to the Company at email ID eagm@dilipbuildcon.co.in on or before **September 15, 2026 (Record Date)**, 23:59 hrs IST in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication/documents on the tax determination/deduction shall be considered from **September 15, 2026 (Record Date)**. It is advisable to upload/send the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

It may be further noted that in case the tax on said Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

All communications/queries in this respect should be addressed and sent to our RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited) at its email Investor.helpdesk@in.mpms.mufg.com

No claim shall lie against the Company for such taxes deducted.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

Shareholders will be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account at https://www.incometax.gov.in/iec/foportal

Above communication on TDS sets out the provisions of Income-tax Act, 2025 as applicable in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.

Annexure of to the notice of Annual General Meeting

(Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013)

Item No. 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company is required to appoint a Cost Auditor for conducting the audit of its cost records.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 10, 2026, approved the appointment of M/s Yogesh Chourasia & Associates, Cost Accountants, Bhopal (ICWAI Firm Registration No. 000271), as the Cost Auditor to conduct the audit of the Company's cost records for the financial year ending March 31, 2027, at a remuneration of ₹ 50,000 (Rupees Fifty Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

M/s Yogesh Chourasia & Associates has furnished a certificate confirming its eligibility for appointment as the Cost Auditor of the Company. In terms of Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified by the Members.

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

The Board recommends as an **Ordinary Resolution** set forth in Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 5

The Board of Directors, at its meeting held on May 14, 2026, approved the appointment of Ms. Tarishi Jain as Financial Analyst and holding an office or place of profit in the Company with effect from June 01, 2026 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month.

Ms. Tarishi Jain is the daughter of Mr. Devendra Jain, Managing Director & Chief Executive Officer of the Company and accordingly falls within the definition of "Related Party" under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of Companies Act, 2013, the company has taken prior approval of audit committee for said appointment and increase of remuneration.

Ms. Tarishi Jain holds a Bachelor's degree (Honours) in Economics from Lady Shri Ram College for Women, University of Delhi and a Master of Business Administration from the Indian Institute of Management Calcutta. She is also a CFA Level III Candidate. Prior to joining the Company, she worked with reputed financial institutions, including Enam Holdings, HSBC Bank PLC and Deutsche Bank, where she gained experience in investment analysis, valuation, financial modelling, due diligence and treasury operations. Her academic background and professional experience are relevant to the Company's financing, treasury and investment activities. Having considered her qualifications, experience and the responsibilities assigned to her, the Board believes that her appointment will support the Company's finance and strategic functions.

Based on the recommendation of the Audit Committee, the Board has approved the appointment and the increase of remuneration from ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month to an amount not exceeding ₹ 12,00,000/- (Rupees Twelve Lakh only) per month with effect from October 01, 2026 and recommended to the members for their approvals.

In terms of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, every related party transaction shall be reviewed by the Audit Committee and approved by the Board of Directors. Further, pursuant to Section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, a transaction with a related party shall require approval of the members by way of an ordinary resolution, if the value of such transaction exceeds the prescribed thresholds. In case of appointment of related party to any office or place of profit in the company, require such approval if the aggregate monthly remuneration exceeds Rs. 2,50,000/- (Rupees Two Lakh and Fifty Thousand only).

While recommending the proposed remuneration, the Audit Committee and the Board considered, inter alia, her qualifications, relevant professional experience, the responsibilities assigned to her and the Company's business requirements. After considering these factors, they were satisfied that the proposed remuneration is commensurate with her role, responsibilities and expected contribution to the Company.

The particulars prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are provided below:

Particulars	Details
Name of the Related Party	Ms. Tarishi Jain
Name of Director or KMP who is related	Mr. Devendra Jain, Managing Director & Chief Executive Officer
Nature of Relationship	Daughter of Mr. Devendra Jain
Nature, Material Terms and Particulars of the Contract/Arrangement	Employment as Financial Analyst of the Company
Duration of Contract/ Arrangement	Permanent Employee and Retirement as per HR policy

Particulars	Details
Monetary Value	Remuneration not exceeding ₹ 12,00,000/- per month with effect from October 01, 2026
Nature of Concern or Interest	Mr. Devendra Jain is interested in the resolution
Any Other Information Relevant for Members	The Board considers the proposed remuneration commensurate with the role, responsibilities and qualifications of Ms. Tarishi Jain

Except Mr. Devendra Jain and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the **Ordinary Resolution**.

The Members may note that in terms of section 188 of the Companies Act, 2013, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

The Board recommends the **Ordinary Resolution** set out at **Item No. 5** of the accompanying Notice for approval by the Members.

Item No. 6 to 16

Pursuant to Section 188 of Companies Act 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), prior approval of the Members by way of an Ordinary Resolution is required for all material related party transactions if the value of such transaction(s), individually or together with previous transactions during a financial year, exceeds the materiality thresholds prescribed under the SEBI Listing Regulations, even where such transactions are in the ordinary course of business and 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.

In terms of Section 2(87) of the Companies Act, 2013, the expression "subsidiary company" includes companies that are subsidiaries through one or more intermediary subsidiaries. Accordingly, the companies referred to in this Notice, though held indirectly through subsidiary companies, are also subsidiary companies of the Company within the meaning of Section 2(87) of the Companies Act, 2013.

Details of transaction for Item No. 6 and 7

For execution of the Projects, the step-down subsidiaries require financial support from time to time. As the ultimate parent company, DBL proposes to provide such support in the ordinary course of business by way of Investments (acquire by way of subscription, purchase or otherwise, in securities), Borrowings/ give financial assistance or Loans (whether fund / non-fund basis) and advances / provide guarantee(s) or security(s) / receive services / reimbursement of expenses / security deposit (given/taken) / Interest (received/paid) / miscellaneous Income / contract Receipts / sale / purchase of Assets / lease or disposal of assets/ sale purchase or supply of goods or services or any other similar business transactions where considered commercially necessary and to furnish undertakings, Guarantees (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, providing securities (in the form of pledge of securities held by Company) in favour of Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s) as required for business necessity from time to time including inter-se transaction.

DBL may enter into such transactions with the step-down subsidiaries to facilitate timely financial assistance for project execution, working capital requirements and long-term sustainability of the Projects. Such support may include investment, loans, guarantees, security creation, surety, indemnity or comfort letters in favour of Lender(s) / security trustee, Banks, Financial Institutions, NBFC, Investors and other body corporate(s), enabling the subsidiaries to obtain the necessary financial assistance for execution of the Projects and fulfilment of their contractual and repayment obligations.

Details of Transaction for Item 8

Mekhali Power Transmission Limited ("MPTL") is the special purpose vehicle undertaking the transmission project and, in the ordinary course of business, the Company may be required to undertake various transactions including Investments (acquire by way of subscription, purchase or otherwise, in securities), Borrowings/ give financial assistance or Loans (whether fund / non-fund basis) and advances / provide guarantee(s) or security(s) / receive services / reimbursement of expenses / security deposit (given/taken) / Interest (received/paid) / miscellaneous Income / contract Receipts / sale / purchase of Assets / lease or disposal of assets/ sale purchase or supply of goods or services or any other similar business transactions where considered commercially necessary and to furnish undertakings, Guarantees (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, providing securities (in the form pledge of securities held by the Company or otherwise) in favour of Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s) as required for business necessity from time to time including inter-se transaction.

MPTL is presently a Wholly Owned Subsidiary of the Company. Accordingly, the transactions proposed to be entered into between the Company and MPTL are presently exempt from the approval requirements prescribed under Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is, however may induct one or more new investors in MPTL pursuant to the proposed investment transaction (Either directly or through its subsidiary/ies). Upon completion of the proposed investment, MPTL shall cease to be a Wholly Owned Subsidiary of the Company and consequently the exemption available under Regulation 23(5)(b) shall no longer be available to the Company.

In order to ensure continuity of project execution and avoid any interruption in business operations after the proposed induction of the investor, approval of the Members is being sought in advance for Material Related Party Transactions with MPTL up to an aggregate limit of ₹ 1,240 Crores during the Financial Year 2026-27.

Details of Transaction for Item 9 to 16

The Members of the Company had, through Postal Ballot on May 1, 2026, approved Material Related Party Transactions with its step-down subsidiaries and related party within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations.

Subsequent to the said approval, the funding requirements of the project have been reassessed. In order to meet the additional capital requirement of the Project, the Company proposes to undertake additional investment transactions (Either directly or through its subsidiary/ies). Accordingly, it is proposed to enhance the aggregate limit of Material Related Party Transactions with step down subsidiaries.

Details of Aggregate Limits already approved and proposed to be approved are as under: -

(₹ In Cr.)

List of Subsidiary Companies	*Aggregate Limits already approved through Postal Ballot on May 1, 2026 for all RPT's	Additional Proposed Limits for investment	Revised Aggregate Limits
DBL Bhopal Solar Limited	1,210.00	65.00	1,275.00
DBL Dhar Solar Limited	1,165.00	62.50	1,227.50
DBL Guna Solar Limited	1,220.00	65.00	1,285.00
DBL Mandsaur Solar Limited	1,355.00	72.50	1,427.50
DBL Mandvi Ratlam Renewable Limited	1,130.00	60.00	1,190.00
DBL Rajgarh Solar Limited	1,390.00	75.00	1,465.00
DBL Sukheda Ratlam Solar Limited	1,415.00	75.00	1,490.00
DBL Vidisha Solar Limited	1,255.00	67.50	1,322.50

Above limits include transactions by way investment, loans, guarantees, security creation, surety, indemnity or comfort letters in favour of Lender(s) / security trustee, Banks, Financial Institutions, NBFC, Investors and other body corporate(s).

All other approved categories of transactions and their respective limits shall remain unchanged except the addition of above proposed limits.

The proposed transactions shall continue to be undertaken in the ordinary course of business, on an arm's length basis and are in the best interests of the Company.

The aggregate value of the proposed transactions under Item Nos. 6 to 16 exceeds the applicable materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, approval of the Members is being sought to enable the Company to enter into above proposed transactions with its step-down subsidiaries in the ordinary course of business.

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 of the Company has reviewed the relevant documents and disclosures placed before it, including the information prescribed under the Industry Standards. After considering the same, the Audit Committee approved the proposed transactions and recommended them to the Board, subject to approval of the Members, noting that the transactions would be undertaken in the ordinary course of business and on an arm's length basis.

The Audit Committee reviewed the overall transactions relating to investment, loans, guarantees, security, surety, indemnity and comfort letters proposed to be provided by the Company in favour of Lender(s) / security trustee, Banks, Financial Institutions, NBFC, Investors and other body corporate(s) in connection with the Projects and transactions involving the sale, purchase or supply of goods or services and other similar business transactions, including trade advances.

While approving the transactions, the Audit Committee considered the certificates submitted by the Chief Executive

Officer and Chief Financial Officer in accordance with the Industry Standards. The Committee also concluded that the proposed transactions would not result in any benefit to the promoters at the expense of public shareholders and would be undertaken in the ordinary course of business on an arm's length basis. The proposal was thereafter placed before the Board, which approved the same.

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 the Company, if any.

Based on the recommendation of the Audit Committee, the Board recommends the **Ordinary Resolutions** set out at **Item Nos. 6 to 17** of the accompanying Notice for approval by the Members.

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

Item No. 17

Pursuant to the provisions of Section 179 of the Companies Act, 2013 which deals with the authority to issue securities, including debentures, whether in or outside India, Section 71 of the Act which deals with the issue of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a Company on private placement, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the Company intends to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/tranches, of an aggregate nominal value up to ₹ 1000.00 Crores (Rupees One Thousand Crores Only), on a private placement basis or otherwise.

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

Considering the above, the Board of Directors at its meeting held on August 10, 2026 has proposed to obtain the consent of the members for offering or inviting subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches on private placement, issuable/ redeemable at par, as may be required by the Company, from time to time and as set out herein, for a period of 1 (one) year from the date of passing this resolution in order to augment long- term resources for financing inter-alia the ongoing capital expenditure and for general corporate purposes. The pricing of the NCDs will depend primarily upon the prevailing market conditions and the regulatory scenario.

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

The Board recommends as a **Special Resolution** set forth in **Item No. 18** of the accompanying Notice for the approval of the Members.

Item No. 18

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, prescribe the provisions subject to which a company is allowed to issue Securities on Private Placement basis. Every proposed offer of Securities or invitation to subscribe to Securities on Private Placement basis requires prior approval of Members of the Company by way of Special Resolution.

Considering the above, the Board of Directors at its meeting held on August 10, 2026, has proposed to obtain the consent of the members in order to augment the business of the Company, for borrowing, from time to time, by issuance of Commercial Papers (CPs), on Private Placement basis, upto an amount not exceeding ₹ 1000.00 Crores (Rupees One Thousand Crores Only) with or without earmarking of the Working Capital Limit. The said limit shall be within the overall borrowing limit as may be approved by the members under Section 180(1)(c) of the Companies Act, 2013.

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

None of the Directors or Key Managerial Personnel's of the Company and their relatives, are in any way concerned or interested financially or otherwise, as set out at **Item No. 18** as a **Special Resolution**.

The Board recommends as a **Special Resolution** set forth in **Item No. 18** of the accompanying Notice for the approval of the Member

Item No. 19

Mr. Dilip Suryavanshi (DIN: 00039944) was appointed as the Chairman & Managing Director of the Company for a period of three years with effect from August 26, 2024, in accordance with the provisions of the Companies Act, 2013.

Pursuant to Section 196(3)(a) of the Companies Act, 2013, no company shall continue the employment of a person as Managing Director, Whole-time Director or Manager who has attained the age of seventy years unless such continuation is approved by the Members by way of a Special Resolution. Mr. Dilip Suryavanshi will attain the age of seventy years during the tenure of his present term of office as Chairman & Managing Director of the Company.

Mr. Dilip Suryavanshi is the founder promoter of the Company and has been associated with it since its inception. Under his leadership, the Company has expanded its operations across roads, highways, irrigation, mining, urban infrastructure, renewable energy and other infrastructure sectors, establishing a diversified presence in the infrastructure industry.

The Board considered Mr. Dilip Suryavanshi's long association with the Company, his experience in the infrastructure sector and his role in the execution of the Company's business strategy. Considering the scale of the Company's operations and the ongoing projects under implementation, the Board believes that his continued leadership during the balance period of his existing tenure would support continuity in management and execution.

Considering his rich experience, proven leadership and valuable contribution to the growth and performance of the Company, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on May 13, 2026 and May 14, 2026, recommended and approved, subject to approval of the Members, the continuation of holding office by Mr. Dilip Suryavanshi as Chairman & Managing Director of the Company after attaining the age of seventy years and up to the expiry of his current term of appointment.

The terms and conditions of his appointment, including remuneration, shall remain unchanged.

Except Mr. Dilip Suryavanshi and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the **Special Resolution** set out at **Item No. 19** of the accompanying Notice.

The Board recommends as a **Special Resolution** set forth in **Item No. 19** of the accompanying Notice for the approval of the Members.

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

sd/-
Abhishek Shrivastava
Company Secretary

Place : Bhopal
Date : August 10, 2026

Registered Office

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

ANNEXURE -A

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

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

Name of Director	Mr. Devendra Jain	Dilip Suryavanshi
DIN	02374610	00039944
Date of Birth and age	03.07.1973 (52 years)	12.10.1956, (70 years)
Date of Appointment on the Board	01.04.2009	31.05.2010
Qualifications	Graduate (B.E.–Civil)	Graduate (B.E.–Civil)
Experience and Expertise	He is the Managing Director and Chief Executive Officer of your Company. He holds a bachelor's degree in Civil Engineering from Vikram University, Ujjain. He has over 26 years of experience in the business of construction. Prior to joining your Company, he was an assistant professor at Mahatma Gandhi College, Bhopal and Swami Vivekananda Mahavidyalaya. He looks after project implementation along with the quality of work and ensures timely completion of the projects undertaken by your Company. He is fairly conversant with overall affairs of the Company and various other aspects of the management of the Company including finance, accounting, costing and budgeting.	He is the Chairman and Managing Director of your Company. He holds a bachelor's degree in civil engineering from Rani Durgavati Vishwavidyalaya, Jabalpur. He has over 43 years of experience in the construction business. Prior to the formation of your Company, he was a sole proprietor of Dilip Builders. He was the president of the Madhya Pradesh Builders Associations. He is the Promoter and Director of your company since incorporation. As the Managing Director of your Company, he liaises with various departments of the government and fairly conversant with the overall affairs of the Company.
Directorships held in other public Companies and Private Companies (excluding foreign companies)	**Directorship in other listed Companies:** NIL **Directorship in other Unlisted Companies:** • DBL Pachhwara Coal Mine Private Limited • DBL -Siarmal Coal Mines Private Limited • Acquila Properties Private Limited • Friendly Baby Hospital and Research Institute Private Limited • DBL Infradevelopers Private Limited	**Directorship in other listed Companies:** NIL **Directorship in other Unlisted Companies:** • Kymore Iron Ore Pvt Ltd • Suryavanshi Minerals Private Limited • DNN Media Communication Private Limited • Acquilla Properties Private Limited • DBL Infradevelopers Private Limited • DBL Infra Assets Private Limited

<table>
<tr><th>Name of Director</th><th>Mr. Devendra Jain</th><th>Dilip Suryavanshi</th></tr>
<tr><td>Memberships/ Chairmanships of Committees across all Companies</td>
<td>He is only Member/Chairman in the following committees of Dilip Buildcon Limited:
<table>
<tr><td rowspan="11">Dilip Buildcon Limited</td><td>Stakeholders Relationship Committee</td><td>Member</td></tr>
<tr><td>Risk Management Committee</td><td>Member</td></tr>
<tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
<tr><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Business Development & Administration committee</td><td>Member</td></tr>
<tr><td>Enquiry committee for leak of UPSI</td><td>Member</td></tr>
<tr><td>Business Responsibility & Sustainability Reporting (BRSR) and Environment, Social and Governance (ESG) Committee</td><td>Member</td></tr>
<tr><td>Lending & Investment Committee</td><td>Member</td></tr>
<tr><td>Group Governance Committee</td><td>Chairperson</td></tr>
<tr><td>IT Committee</td><td>Chairperson</td></tr>
<tr><td>InVIT Committee</td><td>Member</td></tr>
</table></td>
<td>He is the Chairman & member of the following committee of the Companies:
<table>
<tr><th>S. No</th><th>Name of the Company</th><th>Nature of Committee</th><th>Chairman/ Member</th></tr>
<tr><td rowspan="6">1</td><td rowspan="6">Dilip Buildcon Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
<tr><td>Stakeholder's Relationship Committee</td><td>Member</td></tr>
<tr><td>Risk Management Committee</td><td>Chairman</td></tr>
<tr><td>Business Development and Administration Committee</td><td>Chairman</td></tr>
<tr><td>Lending and Investment Committee</td><td>Chairman</td></tr>
<tr><td>Enquiry Committee for leak of Unpublished Price Sensitive information</td><td>Member</td></tr>
<tr><td rowspan="5">2</td><td rowspan="5">DBL Infra Assets Private Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Nomination and remuneration committee</td><td>Member</td></tr>
<tr><td>Stakeholder's Relationship Committee</td><td>Chairman</td></tr>
<tr><td>Risk Management Committee</td><td>Chairman</td></tr>
<tr><td>Enquiry Committee for leak of Unpublished Price Sensitive information</td><td>Member</td></tr>
</table></td></tr>
<tr><td>Number of Board Meetings attended during the year</td><td>5 out of 5</td><td>5 of 5</td></tr>
</table>

Name of Director	Mr. Devendra Jain	Dilip Suryavanshi
No. of Equity Shares held in the Company as on date	3,55,59,072	5,51,07,987
Recognition or awards	Infrastructure Person of the Year Award in the year 2019-20.	1. He has been conferred with an award in the category of "Infrastructure Person of The Year" in the 6th Construction Week India Awards 2016. 2. Icons Of Madhya Pradesh.
Disclosures of relationship between Directors inter-se	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.
Skill & Capabilities	Civil Works, Urban development, Mines and Minerals Extraction, Quality Assurance Engineering and Quality Control, Structural and Drawings, Machine & Equipment, Accounts, Finance and Corporate office, Management and Business Strategy, Project Management, IT Administrator related to Infrastructure/Construction policy, Corporate Governance and Risk Management.	Civil Works, Urban Development, Mines and Minerals Extraction, Accounts, Finance and Corporate office, Management and Business Strategy, Project Management, Corporate Governance and Risk Management.
Terms and Conditions of appointment or re-appointment along with details of remuneration	The terms and conditions of the appointment of Mr. Devendra Jain will remain unchanged as mentioned in the special resolution passed by the shareholders of the Company on September 24, 2024. The last drawn remuneration paid for the FY 2025-26 is ₹ 2184.00 Lakhs (Including commission)	The terms and conditions of the appointment of Mr. Dilip Suryavanshi will remain unchanged as mentioned in the special resolution passed by the shareholders of the Company on September 24, 2024. The last drawn remuneration paid for the FY 2025-26 is ₹ 1800.00 Lakhs (including commission)

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

sd/
Abhishek Shrivastava-
Company Secretary

Place : Bhopal
Date : August 10, 2026

Registered Office

Plot No. 5, Inside Govind Narayan Singh Gate,
Chuna Bhatti, Kolar Road, Bhopal (M.P) - 462016
CIN: L45201MP2006PLC018689
Tel No: 0755-4029999
Email Id: cs@dilipbuildcon.co.in
Website: www.dilipbuildcon.com

PART A

1	Name of the related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
A(1). Basic details of the related party												
2	Country of incorporation of the related party	India	India	India	India	India	India	India	India	India	India	India
3	Nature of business of the related party	Power Transmission	Solar	Solar	Solar	Solar	Solar	Solar	Solar	Solar	Solar	Solar
A(2). Relationship and ownership of the related party												
1	Relationship between the listed entity/ subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Wholly Owned Subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary	Step down subsidiary
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	100 (direct)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives 3shall also be considered.	100 (direct)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)	100 (Indirect)

1	Name of the related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
A(3). Details of previous transactions with the related party												
1	Total amount of all the transactions undertaken by the listed entity i.e DBL or subsidiary (in case DBL is not a party) with the related party during the last financial year. (Rs. In Cr)	NA	0.01	0	0.01	0.01	0.01	0.01	0.01	0.01	0.01	0
	Nature of Transactions	NA	Investment	Investment	Investment	Investment	Investment	Investment	Investment	Investment	Investment	Investment
	FY 20xx-20xx (INR)	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26	2025-26
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (Rs. In CR)	0.05	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	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.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
A(4). Amount of the proposed transaction(s)												
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee. (Rs. In Cr.)	1,240.00	1,005.00	1,025.00	1,465.00	1,490.00	1285.00	1,427.50	1,227.50	1,322.50	1,275.00	1,190.00
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? Note : material transaction means a transaction(s) which individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought	Yes for FY 2026-27 for which approval is sought
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (preceding FY 2025-26)	13.80%	11.19%	11.41%	16.31%	16.59%	14.30%	15.89%	13.66%	14.72%	14.19%	13.25%

1	Name of the related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
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)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
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.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
6	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis											
	Net Profit (Rs. In Cr.)	-0.69	-0.03	-0.03	-0.03	-0.03	-0.03	-0.03	-0.03	-0.07	-0.04	-0.03
	Turnover (Rs. In Cr.)	-	-	-	-	-	-	-	-	-	-	-
	Networth (Rs. In Cr.)	0.64	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.03	0.06	0.07
A(5). Basic details of the proposed transaction												
1	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)	Sale, Purchase of Goods / Services / Loan / Guarantee / Security / Investment & Others (including inter-se Transactions between Subsidiaries and step down subsidiaries)

1	Name of the related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
2	Details of each type of the proposed transaction	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 However, the Guarantee (By Whatever name called) shall be extended for a period as required by the Lenders and/or completion of the Project	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project	"FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project "	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project	FY 2026-27 However, the Corporate Guarantee shall be extended for a period as required by the Lenders and/or completion of the Project
4	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
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.	-	-	-	-	-	-	-	-	-	-	-

Part B

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
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												
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)
2	Basis of determination of price.	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length	Arm's Length
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	a. Amount of Trade advance											
	b. Tenure											
	c. Whether same is self-liquidating?											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
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												
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	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. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time	Interest will be charged as per the provisions of the companies act, 2013, if applicable and as amended time to time
5	Maturity / due date	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand
6	Repayment schedule & terms	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand	Payable on demand
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities	Principal Business Activities
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary												
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals	Internal Accruals
2	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	a. Nature of indebtedness											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
	b. Total cost of borrowing											
	c. Tenure											
	d. Other details											
3	Purpose for which funds shall be utilized by the investee company	-	-	-	-	-	-	-	-	-	-	-
4	Material terms of the proposed transaction	-	-	-	-	-	-	-	-	-	-	-

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

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)	To fulfill the financial obligation of the Lender(s) / security trustee, Banks, Financial Institutions NBFC, government authorities, Investors and other body corporate(s)
	(b) Whether it will create a legally binding obligation on listed entity? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Material covenants of the proposed transaction including:	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	(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.											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
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.	Not accertainable	430	450	640	640	570	630	540	580	560	530

Part C

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
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												
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	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.											
	In addition, state the following:											
	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;											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
	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.											
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.											
	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												
1	Latest credit rating of the related party	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Note:											
	a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
	b. This shall be applicable in case of investment in debt securities.											
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	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												
1	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	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Note:											
	a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
	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.											
2	Details of solvency status and going concern status of the related party during the last three financial years:	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)	Solvent (The Company is incorporated during the FY 2025-26)
	FY 2025-2026											
	FY 2024-2025											
	FY 2023-2024											
3	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.	Not Assertainable	430	450	640	640	570	630	540	580	560	530

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. 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.	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
5	In addition, state the following: 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;	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
	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.											
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.											
	FY 2024-2025											
	FY 2023-2024											
	FY 2022-2023											
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary												
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements											
	Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
	a. Before transaction	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	b. After transaction	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements											
	Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.											
	a. Before transaction	NIL	NIL	NIL*	NIL*	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	b. After transaction	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available	Not Available
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												
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.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
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.	No	No	No	No	No	No	No	No	No	No	No

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
3	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No	No	No	No	No	No	No	No	No	No	No
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?	No	No	No	No	No	No	No	No	No	No	No
5	Are there any other major non-financial reasons for going ahead with the proposed transaction?	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
C(6). Disclosure only in case of transactions relating to payment of royalty												
1	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years											
	FY 2024-2025											
	FY 2023-2024											
	FY 2022-2023											
2	Purpose for which royalty was paid to the related party during the last three financial years.											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
	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.											
	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											

	Name of the Related party	Mekhali Power Transmission Limited	DBL Shajapur Solar Limited	DBL Neemuch Renewable Limited	DBL Rajgarh Solar Limited	DBL Sukheda Ratlam Solar Limited	DBL Guna Solar Limited	DBL Mandsaur Solar Limited	DBL Dhar Solar Limited	DBL Vidisha Solar Limited	DBL Bhopal Solar Limited	DBL Mandvi Ratlam Renewable Limited
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:											