



**NOTICE**

NOTICE is hereby given that the 41<sup>st</sup> Annual General Meeting of the members of Dredging Corporation of India Limited will be held at 11.30 AM on Thursday, the 31<sup>st</sup> August, 2017 in Conference hall, Core-2, Scope Minar, Plot No.2A & 2B, Laxminagar District Centre, Delhi - 110092 to transact the following business :-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March, 2017 together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Shri Rajesh Tripathi (DIN:03379442) who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Shri M S Rao (DIN:07198524) who retires by rotation and is eligible for re-appointment.
4. To pass with or without modification, the following resolution as ordinary resolution for payment of remuneration to Statutory Auditors:  
"RESOLVED THAT pursuant to Section 142 (1) of the Companies Act, 2013, the remuneration of the Statutory Auditors of the Company, M/s Tukaram & Co., Chartered Accountants, appointed by Comptroller and Auditor General of India be and is hereby fixed at ₹4.25 lakh (rupees four lakh and twenty five thousand only) plus taxes as applicable for the year 2016-2017.

**By Order of the Board of Directors**

**Place : Visakhapatnam  
Dated : 31/07/2017**

**(K. Aswini Srekanth)  
Company Secretary**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY SO APPOINTED NEED NOT NECESSARILY BE A MEMBER OF THE COMPANY.**  
Proxies in order to be valid and effective, must be delivered at the Registered office of the company duly filled, stamped and signed not later than 48 hours before the commencement of the meeting.
2. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten per cent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the meeting.
4. The Annual Report duly circulated to the members of the Company, is also available on the Company's Website at [www.dredge-india.com](http://www.dredge-india.com).
5. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days i.e. Monday to Friday, between 10:30 a.m. and 12:30 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and share Transfer Books of the Company will remain closed from Friday, 25<sup>TH</sup> August, 2017 till Thursday, 31<sup>st</sup> August, 2017 (both days inclusive).
7. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), M/s Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032. Tel. Nos.: (040) 67162222 ; Fax No.: (040) 23001153 ; E-mail Address : [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
8. Reserve Bank of India has initiated NECS (National Electronic Clearing System) facility for credit of dividend directly to the bank account of the members. Hence, members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR code & 11 digit IFSC code), in respect of shares held in dematerialized form with their respective Depository Participant i.e., the agency where the demat account has been opened and in respect of shares held in physical form with the RTA or at the registered office of the Company.
9. Members may send their requests for change / updation of Address, Bank A/c details, ECS mandate, Email address, Nominations:
  - i) For shares held in dematerialised form - to their respective Depository Participant.
  - ii) For shares held in physical form - to the RTA, M/s Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company.
10. Non-Resident Indian members are requested to inform the RTA, M/s Karvy Computershare Private Limited, Hyderabad immediately about:
  - i) Change in their residential status on return to India for permanent settlement.
  - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account / folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
12. Pursuant to the provisions of Section 205A and 205C of the erstwhile Companies Act, 1956 and Section 124 & 125 of the Companies Act, 2013, the Company has transferred all unpaid dividend declared upto the financial year 2007-08 to Investor Education & Protection Fund (IEPF) established by the Central Government. Upon completion of 7 years, the Company would transfer the unclaimed / unpaid dividend for the financial year 2009-10 in September, 2017. The dividend for the financial year 2012-13 and thereafter, which remains unpaid or unclaimed for a period of 7 years would be transferred to the IEPF on respective due dates. The members, who have not encashed their dividend warrant so far, for the financial years 2008-09 to 2015-16 (except for the years 2010-11 & 2011-12 for which dividend was not declared) may write to the RTA, M/s. Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company for claiming the unpaid dividend.
13. As per The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which came into force w.e.f. 28/2/17, the dividend which has not been unpaid or unclaimed for a period of seven years need to be transferred to IEPF along with the shares held against that name. DCI has already transferred the unpaid dividend for 2008-09 for which seven years is completed in October 2016 to IEPF in November 2016. As such now only the shares need to be transferred to IEPF. A Newspaper Notice in this regard is published in Newspaper in English and Regional language in May, 2017. Communication to this effect is also sent to the concerned shareholders. Further action will be taken as per the Rules notified by Ministry of Corporate Affairs.
14. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Annual Report of the Company has been sent through email to those members whose email ID is registered with the Company / Depository. In case any member wants a physical copy of the Annual Report, he may send a request to the Company Secretary at the registered office of the Company or to the RTA at the address given above. Those members who have not registered their email ID are requested to write to the RTA / their Depository Participant for registering the same.

**NOTICE....**

- 15 In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing the facility to its members to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice.
- 16 The cut-off date to be eligible to vote is Thursday, 24th August, 2017.
- 17 Facility for E-Voting : Details of the process and manner of e-voting along with the User ID and Password are being sent to the members along with the notice:
- By email to those members whose email ID is registered with the Company / Depository Participant.
  - By post to those members whose email ID is not registered with the Company / Depository Participant.
- 18 The instructions and other information relating to e-voting are as under:
- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e., User ID and password sent by e-mail ). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, Click on "LOGIN".
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e., (name of the Company).
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/ demat accounts.
  - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [sgsdel@gmail.com](mailto:sgsdel@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
  - xiii) In case a person has to become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 24th August, 2017 may write to the Karvy on the email ID: [evoting@karvy.com](mailto:evoting@karvy.com) or to Ms.C.Shobha Anand, Contact No. 040-33215424, at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, [Unit: DREDGING CORPORATION OF INDIA LIMITED] requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- i) User ID and initial password as provided.
  - ii) Please follow all steps from Sr. No. (i) to (xiii) as mentioned in (A) above, to cast your vote.
- C. The remote e-voting period commences on Tuesday, the 28th August, 2017 at 09:30 A.M. and ends on Wednesday, the 30th August, 2017, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Thursday, 24th August, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Thursday, 24th August, 2017.
- F. The Company has appointed Shri D.P.Gupta of SGS Associates, Practising Company Secretary (Membership No.-F2411) as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- G. Facility for voting through ballot paper would also be made available at the AGM venue. Members who cast their votes electronically should not vote through ballot paper. However, in case a member votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.
- H. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, allow voting by use of ballot or polling paper for all those members who are present at the General Meeting but have not cast their vote electronically using the remote e-voting facility.
- I. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and submit not later than two days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against if any, to the Chairman of the Company or such other officer authorized by the Chairman.
- J. The Results on resolutions shall be declared within 2 days of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- K. The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Company ([www.dredge-india.com](http://www.dredge-india.com)) and on Service Provider's website (<https://evoting.karvy.com>) immediately after the declaration of the results and would also be communicated simultaneously to the Stock Exchanges where the shares of the Company are listed.



**NOTICE....**

- 19 Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Transfer Agents, M/s Karvy Computershare Private Limited. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
- 20 It is to be noted that no gifts will be distributed at the meeting.

**By Order of the Board of Directors**

Place : Visakhapatnam  
Dated : 31/07/2017

  
**(K. Aswini Sreekanth)**  
Company Secretary

**ANNEXURE TO NOTICE**

**BRIEF RESUME OF DIRECTORS BEING RE-APPOINTED AS PER SEBI (LODR) REGULATIONS 2015 (for item No.'s 2,3)**

**Item No. 2 –**

Shri Rajesh Tripathi (DIN:0339442) aged 56 years (DOB:07/02/1961) was appointed as Chairman and Managing Director of the Company vide Ministry Letter No. SS-28012/01/2014-DCI dt.04/12/14. He took charge on 02/02/15. Pursuant to the provisions of the Companies Act, he is a Director liable to retire by rotation and is now to be retired and being eligible offers himself for re-appointment.

**Educational & Professional qualification:** Shri Rajesh Tripathi is 1982 batch Indian Railways Services Engineering (IRSE) Officer. He holds Master degree - M.Tech (Structures) and Post Graduate Diploma in Business Management. He joined Indian Railways in 1984 and held several prestigious posts including Project Director of IRCON, Malaysia Railways Project and Chief Engineer of Jammu Kashmir Railway Project. He also worked as Director (Way and Works) in Konkan Railway Corporation.

Details of Directorships in other Companies	:	1
Membership/Chairmanship in the Committee of other Companies	:	Nil
No. of shares held in the Company as on date	:	551
Relationship between Directors inter-se	:	None

He will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

The tenure, terms and conditions regulating his appointment is determined by Government of India.

Shri Rajesh Tripathi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. None of the Directors and Key Managerial Personnel or their relatives, except the appointee himself, is in any way concerned or interested, financially or otherwise in the resolution.

The Board commends the resolution for approval of the members as ordinary resolution.

**Item No. 3 –**

Shri M.S.Rao (DIN:07198524) aged 53 years (DOB:01/06/1964) was appointed as Director (Operations & Technical) of the Company vide Ministry Letter No.SS-28012/03/2014-DCI dt.08/05/15. He took charge on 01/06/15. Pursuant to the provisions of the Companies Act, he is a Director liable to retire by rotation and is now to be retired and being eligible offers himself for re-appointment.

**Educational & Professional qualification:** He holds a bachelor's in Technology (Civil Engineering) from Regional Engineering College, Warangal and also holds Degree in Master of Business Administration from Andhra University, Visakhapatnam. He is having vast experience of about 25 years in the field of Dredging (Operations, Marketing, Contracts, Project Engineering, etc) and in other major Civil Engineering project. He has joined DCI in 2006 as DGM (Operations & Projects) worked in DCI in various capacities as Head of Operations Department, Head of Marketing Department, Project Engineering Department, Human Resources Department prior to his appointment as Director (Operations and Technical). Prior to joining DCI, he has worked as Assistant General with SIDBI and NABARD as Banks Engineer at Mumbai and Lucknow.

Details of Directorships in other Companies	:	Nil
Membership/Chairmanship in the Committee of other Companies	:	Nil
No. of shares held in the Company as on date	:	351
Relationship between Directors inter-se	:	None

He will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

The tenure, terms and conditions regulating his appointment is determined by Government of India.

Shri M S Rao is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. None of the Directors and Key Managerial Personnel or their relatives, except the appointee himself, is in any way concerned or interested, financially or otherwise in the resolution.

The Board commends the resolution for approval of the members as ordinary resolution.