



## NOTICE

**NOTICE** is hereby given that the 46<sup>th</sup> Annual General Meeting (“AGM”) of the members of Dredging Corporation of India Limited will be held at 1100 hrs. on Wednesday, the 21<sup>st</sup> December, 2022 through Video conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to seek the consent of the shareholders of the Company (“Members”), on the agenda herein below through remote electronic voting (“E-voting”), pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India, in view of the pandemic situation of novel strain of corona virus COVID-19, in compliance with General Circular No 14/2020 dated April 8, 2020, read with General Circular No 17/2020 dated April 13, 2020, General Circular No 22/2020 dated June 15, 2020 and General Circular No 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs, general order no. ROC/Delhi/AGM Ext./2020/11538, issued by Registrar of Companies, NCT of Delhi and Haryana, read with general circular no 28/2020, issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by SEBI (“SEBI Circular”) and pursuant to applicable provisions of the Companies Act and Rules made thereunder. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

### ORDINARY BUSINESS

1. To receive consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modifications(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Shri K Rama Mohana Rao (DIN : 07620951) who retires by rotation as a Director at this meeting to consider and if thought fit, to pass, with or without modifications(s) the following resolution as an **Ordinary Resolution** :-

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri K Rama Mohana Rao (DIN:07620951), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

3. To appoint Shri P Lakshmi Haranadh (DIN : 07295378) who retires by rotation as a Director at this meeting to consider and if thought fit, to pass, with or without modifications(s) the following resolution as an **Ordinary Resolution** :-

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri P. Lakshmi Haranadh (DIN: 07295378) who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for payment of remuneration to Statutory Auditors

“**RESOLVED THAT** Audit Committee be and is hereby authorized to fix the fees payable to the statutory auditors as may be appointed by Comptroller and Auditor General of India for the year 2022-23 in accordance with the provisions of the companies Act, 2013, SEBI (LODR) Regulations and all other applicable provisions”.

### SPECIAL BUSINESS

5. **To approve Related Party Transaction**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), Rules made there under and Related Party Transactions Policy of the Company, ratification/approval as the case may be of the Members of the Company be and is hereby accorded to the Board of Directors for contracts/ arrangements/transactions entered/ to be entered with the related parties i.e. promoter(s) (viz Visakhapatnam Port Authority, Paradip Port Authority, Jawaharlal Nehru Port Authority, Deendayal Port Authority) during the financial year 2022-23 for supply of goods or service in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeds ten percent of the annual consolidated turnover of the Company or ₹50 Crore whichever is lower as per the last audited financial statements of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

6. **To approve payment of remuneration of Mr. Divakar Sanamandra as Managing Director and Chief Executive Officer (Additional Charge) of the Company.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Divakar Sanamandra (DIN: 09675405) Managing Director and Chief Executive Officer (Additional Charge) of the Company as per the terms and



conditions stated in statement under 102(i) of the Companies Act, 2013 Annexed to this Notice forming part of this Notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified in Schedule V, Section II, Part A of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, 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.

By Order of the Board of Directors

Place: Visakhapatnam  
Date: 28-11-2022

(P. Chandra Kalabhinetri)  
Company Secretary

- 1 In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 02/2022 dated May 05, 2022, read with General Circular No.02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May13, 2022 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as Circulars), has further allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means(OAVM) without the physical presence of the Members at a common venue. In compliance with the aforesaid Circulars, the 46<sup>th</sup> AGM of the Company is being held through VC/OAVM.
- 2 The Register of Members and Share Transfer Books of the Company shall remain closed from 15.12.2022 to 21.12.2022 (both days inclusive), for annual closing (for Annual General Meeting). The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Limited ("KFinTech") (formerly known as "KFIN Technologies Private Limited") having their office at Selenium Building Tower B, Plot 31-32, Gachi Bowli Financial District, Nanakramguda, Hyderabad - 500 032.
- 3 A statement pursuant to Section 102 (1) of the Act relating to the special business to be transacted at the AGM is annexed hereto.
- 4 In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 13th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- 5 This AGM Notice, along with the Annual Report 2021-22, is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 18.11.2022 In compliance with the aforesaid MCA Circulars and SEBI Circular, AGM Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ KFinTech/ Depositories. Members may note that the AGM Notice will also be available on the Company's website [www.dredge-india.com](http://www.dredge-india.com), websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cseindia.com](http://www.cseindia.com) respectively and on the website of Kfin technologies Limited at <https://evoting.kfintech.com>. For any communication, the Members may also send a request to the Company at [kalabhinetri@dcil.co.in](mailto:kalabhinetri@dcil.co.in).
- 6 Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars and SEBI Circulars as mentioned herein above, physical attendance of Members has been dispensed with, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
- 7 Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by KFinTech.
- 8 Since the AGM will be held through VC/OAVM, the route map is not annexed to this AGM Notice.
- 9 The Board of the Directors of the Company has appointed Shri Sachin Agarwal of M/s. Agarwal S & Associates, Practising Company Secretary (Membership No.- 5774) as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 10 Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to [kalabhinetri@dcil.co.in](mailto:kalabhinetri@dcil.co.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- 11 The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at 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.
- 12 **AGM THROUGH VC/OAVM:**  
Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFinTech. Members can join the AGM 15 minutes before and after the scheduled time of commencement of the AGM. The



facility of participation at the AGM through VC/OAVM will be made available to at least 2,000 Members on first come first serve basis, in accordance with the MCA Circulars. Instructions for Members for attending the AGM through VC/OAVM are as under:

- i. Attending the AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFin Technologies Limited. Members are requested to visit <https://emeetings.kfintech.com/> and click on the "e-AGM- Video Conference & Streaming" to join the Meeting by using the remote e-voting credentials.
- ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in notes below.
- iii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iv. Members who need assistance before or during the AGM may contact Mr. P.S.R.CH. Murthy, Sr. Manager – RIS, KFin Technologies Limited at Toll Free No.: 1800-309-4001; or send an email request at the email id: [murthy.psrch@kfintech.com](mailto:murthy.psrch@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com).

### 13 PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period :

Day, date and time of Commencement of remote e-voting	From:	9:00 a.m. on Sunday, 18.12.2022
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To:	5:00 p.m. on Tuesday, 20.12.2022

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
  - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
  - Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

#### I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. <b>User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select "Register Online for IDeAS" or click at</li> </ol> </li> </ol>



	<p><a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</p> <p>V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at : <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFinTech</b> where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>KFinTech</b> and you will be redirected to e-Voting website of <b>KFinTech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

Details on Step 2 are mentioned below:

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- 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 "EVEN" i.e., **'DREDGING CORPORATION OF INDIA LIMITED- AGM'** and click on "Submit".

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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member 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. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

xi. 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 have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number 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., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sachincs2022@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereq/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

ii Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

#### Details on Step 3 are mentioned below:

##### III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till 19/12/2022 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC/OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

**OTHER INSTRUCTIONS**

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 18.12.2022 to 19.12.2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 18.12.2022 to 19.12.2022.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. PSRCH Murthy at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 14<sup>th</sup> December 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

- 14 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, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [kalabhinetri@dcil.co.in](mailto:kalabhinetri@dcil.co.in).

**IEPF RELATED INFORMATION:**

- 15 Information containing the names and the last known addresses of the persons entitled to receive the unclaimed dividend amount lying in the account as referred to in Section 125 (2) of the Act, nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Company on its website [www.dredge-india.com](http://www.dredge-india.com) and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the RTA of the Company, before the unclaimed dividends are transferred to the IEPF Account. Details of unpaid and unclaimed dividends are also uploaded on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
- 16 The dividend for the financial year 2013-14 and thereafter, which remains unpaid or unclaimed for a period of 7 years would be transferred to the IEPF on respective due dates as given in the statement below. The members, who have not encashed their dividend warrant so far, for the financial years as under may write to the RTA, M/s. Kfin Technologies Limited, Hyderabad or to the Company for the procedure for claiming the unpaid dividend.

Financial Year	Date of Declaration	Unclaimed Dividend Cases	Unclaimed Dividend (amount ₹)	Due for transfer to IEPF
2014-15	30/09/2015	2188	103974	November 2022
2015-16	30/09/2016	2742	123069	October 2023
2016-17	No Dividend Declared			
2017-18	13/08/2018	3343	164536	September 2025
2018-19	08/08/2019	2405	183156	September 2026
2019-20	No Dividend Declared			



2020-21	No Dividend Declared
2021-22	No Dividend Declared

- 17 Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, transferred to the IEPF Authority all dividend and shares in respect of which dividend (upto and including the dividend declared for financial year 2013-14) had remained unpaid or unclaimed for seven consecutive years or more. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the website of the company. The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. The concerned members/investors are advised to visit the web link of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html>, or contact KFin Tech/ Company, for detailed procedure to lodge the claim with the IEPF Authority.

#### **OTHER INFORMATION**

- 18 As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Accordingly, the Company / KFinTech has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation. Members can contact the Company or Company's Registrars and Transfer Agent M/s. KFin Technologies Limited for assistance in this regard.
- 19 The relevant details, pursuant to 36(3) of the SEBI (LODR), 2015 and Secretarial Standards on the General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of Directors seeking appointment/ re-appointment at this AGM is annexed.
- 20 Relevant documents referred to in the accompanying notice (including the proposed amendments to Memorandum of Association and Articles of Association) 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. to 05:00 p.m. upto the date of the Annual General Meeting.
- 21 Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), M/s KFin Technologies. Ltd., Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032. Toll Free No. 1800 – 309 - 4001 ; E-mail Address: [ejnward.ris@kfintech.com](mailto:ejnward.ris@kfintech.com)
- 22 Members may send the requests for inclusion /change /updatation of Address, Bank A/c details, ECS mandate, Email address, Nominations:
- For shares held in dematerialized form-to the irrespective Depository Participant.
  - For shares held in physical form - to the RTA , M/s. KFin Technologies Limited, Hyderabad or to the Company.
- 23 Non-Resident Indian members are requested to inform the RTA, M/s Kfin Technologies Limited, Hyderabad immediately about:
- Change in the residential status on return to India for permanent settlement.
  - 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.
- 24 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.
- 25 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/ Company. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

By Order of the Board of Directors

(P. Chandra Kalabhinetri)  
Company Secretary

Place: Visakhapatnam  
Date: 28/11/2022



**ANNEXURE TO NOTICE  
BRIEF RESUME OF DIRECTORS BEING APPOINTED / RE-APPOINTED AS PER SEBI (LODR) REGULATIONS 2015  
(for item No.'s 2,3,5 & 6 AND STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL  
BUSINESS UNDER SECTION 102 OF THE COMPANIES ACT 2013**

**ITEM No. 2 – Appointment of Shri K Rama Mohana Rao as Director**

**Shri K Rama Mohana Rao** director is retiring by rotation and eligible for re- appointment . He is the nominee Director of Visakhapatnam Port Authority. His brief resume is as under: -

Din No.	07620951				
Date of Birth	15/03/1963 Age 59 Yrs.				
Education Qualification	M.A., IAS				
Professional qualification					
Nature of employment	Chairman, Visakhapatnam Port Authority				
Experience	Worked in various posts in UP Government including Commissioner, Mirzapur, UP Government. His expertise includes Administration, Port and Shipping Sector.				
No. of Share held in DCI	Nil				
Directorship/ Chairmanship in the Committee of other Companies (Audit Committee and Stakeholder Relationship Committee Considered)	Membership/ Name of the Company	Position Held	Name of the Committee	Member/	
	Sethusamudram Corporation Limited	Director	--	--	
	Indian Port Rail & Ropeway Corporation Limited	Director	--	--	

No sitting fees will be paid to Shri K Rama Mohana Rao for attending the meeting of the Board or Committees thereof. The Company will reimburse/arrange for the travel, hotel and other incidental expenses as the case may for the performance of the role and duties as Director.

Shri K Rama Mohana Rao is liable to retire by rotation.

Shri K Rama Mohana 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.

Shri K Rama Mohana Rao is interested in the resolution to the extent of his appointment as Director.

In view of his background and experience, it will be in the interest of the Company that he continues as Director of the Company.

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

**ITEM No. 3 – APPOINTMENT OF SHRI POLAMRAJU LAKSHMI HARANADH**

**Shri Polamraju Lakshmi Haranadh**, director is retiring by rotation and eligible for re- appointment . He is the nominee Director of Paradip Port Authority. His brief resume is as under: -

DIN No.	07295378				
Date of Birth	01.08.1966				
Education Qualification	Mr. P.L.Haranadh is Indian Railway Traffic Service Officer of 1994 batch. He hails from Andhra Pradesh. He studied MSc & Ph.D from Indian Agricultural Research Institute, Pusa, New Delhi.				
Professional qualification					
Nature of employment	In service – Chairman, Paradip Port Authority; Additional Director (Non-Executive), Dredging Corporation of India Limited.				
Experience	During his 27 years of service, he worked in Indian Railways for 22 years and 5 years in Ministry of Shipping. In Railways he worked as Sr. Divisional Operations Manager, Raipur Division and Chakradharpur Division, Dy Chief Operations Manager of South Eastern Railway & South Central Railway and Chief Operations Manager (Marketing), East Coast Railway. Presently working as Chief Freight Transportation Manager of East Coast Railway. He has rich experience in rail transportation, especially in freight operations, business development and traffic planning. In recognition of his meritorious work, he received National Award for outstanding management in 2002 and in 2005 from Ministry of Railways. He also worked as Deputy Chairman of Visakhapatnam Port from 2015 - 2020. He was instrumental in developing innovative marketing solutions like total logistics solutions to customers to attract cargoes like coal, containers etc. During his tenure, he contributed to overall growth of Visakhapatnam Port and the port scaled up to 3rd position among major ports. Presently he is working as Chairman, Paradip Port Authority.				
No. of Share held in DCI	Nil				
Directorship/ Chairmanship in the Committee of other Companies (Audit Committee and Stakeholder Relationship Committee Considered)	Membership/ Name of the Company	Position Held	Name of the Committee	Member/ Chairman	
	Haridaspur Paradip Railway Company	Director	--	--	
	Inland waterways consortium of Odisha Limited	Director	--	--	
	Sethusamudram Corporation Limited	Director	--	--	
	Indian Port, Rail and Ropeways Corporation Limited	Director	--	--	





No sitting fees will be paid to Shri Polamraju Lakshmi Haranadh for attending the meeting of the Board or Committees thereof. The Company will reimburse/arrange for the travel, hotel and other incidental expenses as the case may be for the performance of the role and duties as Director.

Shri Polamraju Lakshmi Haranadh is liable to retire by rotation.

Shri Polamraju Lakshmi Haranadh is not disqualified from being appointed as Chairman 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.

Shri Polamraju Lakshmi Haranadh is interested in the resolution to the extent of his appointment as Director .

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

#### **ITEM No. 5 – Approval of Related Party Transactions**

Pursuant to the share Purchase Agreement executed on 08<sup>th</sup> March, 2019 between Government of India represented by Ministry of Shipping and the four Ports (“Purchasers”) – Visakhapatnam Port Authority, Paradip Port Authority, Jawaharlal Nehru Port Authority and Deendayal Port Authority, all the shares amounting to 73.47% of the Equity share Capital of the Company was transferred to the purchasers - Visakhapatnam Port Authority (19.47%), Paradip Port Authority (18%), Jawaharlal Nehru Authority (18%) and Deendayal Port Authority (18%) along with transfer of management and control. Although as per the Companies Act, Section 2 (76) read with 2(6) the individual Ports do not fall under the definition of Related Parties, as the individual ports do not have control exceeding 20% of total voting power, but however on a harmonious reading of related provisions of the Share Purchase Agreement, it can be inferred that each of the four Port Trusts hold significant influence encompassing the entire decision making process of DCIL and that these four Port Trusts are therefore Associates, by a rebuttal of the status that each of the four port trusts holding less than 20% of equity shares and consequently because these are Associates, they are related parties to the reporting entity, DCIL and the transactions with these four ports, even when conducted in the ordinary course of business, are related party transactions.

As per provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 read with Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Related Party Transactions Policy of the Company, all material Related Party Transactions shall require approval of the Shareholders of the Company and the Related Party shall abstain from voting on such resolutions. Further, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company or ₹50 Crore whichever is lower as per the last audited financial statements of the Company. Further, in terms of provisions Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the relevant Accounting Standard, the promoter(s) (viz. Visakhapatnam Port Trust, Paradip Port Trust, Jawaharlal Nehru Port Trust and Deendayal Port Trust) and KMPs qualify as Related Party(s) of the Company and the Company has existing and continuing contracts/arrangements in the ordinary course of business and on arm's length basis with the related parties which is being continued and will continue to exist beyond 31<sup>st</sup> March, 2022 in addition to the new Contract(s)/transaction(s) to be entered into. It is difficult to specifically assess the total value of such transactions at this stage, however, it is expected that the aggregate value of all such transactions together would be beyond the threshold limit of materially as specified above.

Therefore, the ratification/ approval as the case may be of the Members of the Company is sought for supply of goods or service during the financial year 2021-22 in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeds ten percent of the annual consolidated turnover of the company or ₹50 Cr. whichever is lower as per the latest audited financial statements of the Company.

None of the Directors and Key Managerial Personnel or their relatives, is in any way concerned or interested, financially or otherwise in the resolution except the nominee Directors representing the respective ports.

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

#### **ITEM No. 6 – To approve payment of remuneration of Mr. Divakar Sanamandra as Managing Director and Chief Executive Officer ( Additional Charge) of the Company.**

Pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Divakar Sanamandra (DIN: [09675405](#)) Managing Director and Chief Executive Officer (Additional Charge) of the Company w.e.f. 15/07/2022 as per the terms and conditions stated in statement under 102(i) of the Companies Act, 2013 Annexed to this Notice forming part of this Notice. The Brief resume of Mr. Divakar Sanamandra is as under: -

Din No.	09675405
Date of Birth	23/06/1968- Age- 53Yrs.
Education Qualification	He holds Dredge Master Grade-I Certificate of Competency
Professional qualification	
Nature of employment	Whole-time Director – Managing Director& CEO (Additional Charge)
Experience	Capt.S.Divakar, Chief General Manager who is also taken the additional charge of Managing Director & Chief Executive Officer of the company, started his career in DCI as a cadet in the year 1987 and served onboard dredgers in different capacities about 18 years from Cadet to Captain and rose to the position of “Master of Dredger”. On gaining rich knowledge and experience on complete operations of different type of dredgers, he joined in shore service and served for about 12 years in senior management level, having worked for 30 years in both onboard dredgers as well as onshore in responsible positions, gained unique expertise of both operations as well as techno commercial aspects of business acumen
No. of Share held in DCI	99



Directorship/ Membership/ Chairmanship in the Committee of other Companies (Audit Committee and Stakeholder Relationship committee Considered)	Name of the Company	Position Held	Name of the Member/ Committee	Member/ Chairman
	Sethusamudram Corporation Limited,	Director	-	-
	Indian National Ship Owners Association	Director	-	-

**Annexure to explanatory statement of the Notice**

**(A) Disclosure(s) in terms of Sections 197 read with Schedule V to the Companies Act, 2013, applicable Rules there under and SEBI LODR and other applicable provisions as the case may be**

**I. General Information:**

- 1) **Nature of industry:** Dredging
- 2) **Date or expected date of commencement of commercial production:** the company was incorporated on 29<sup>th</sup> March 1976 and its operating activities commenced thereafter.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:** The Financial and operating performance of the Company during last three financial years is as under:

(Rs. in lakhs)

Particulars	2019-20	2020-21	2021-22
Operating Earnings from continuing operations	74969	76376	79909
Interest Income from continuing operations	331	245	198
Other Income from continuing operations	229	71	47
<b>Total Income from continuing operations</b>	<b>75529</b>	<b>76692</b>	<b>80154</b>
Earnings before interest, tax, depreciation and amortization (EBITDA) before exceptional items [from continuing operations]	13885	(3437)	11762
Profit Before Tax from Continuing operations	1341	(17043)	463
Profit /(Loss) before tax from discontinued Operations	0	0	0
Profit before tax (continuing & discontinued operations)	1341	(17043)	463
Profit for the year after tax (before other comprehensive income)	<b>551</b>	<b>(17225)</b>	<b>343</b>

- 5) **Foreign investments or collaborations by the Company as on date of this Notice:**
  - (a) Foreign Investment: NIL
  - (b) Foreign Collaboration: NIL
  - (c) Investment in Foreign Bonds: NIL

**II. Information about the Managing Director(s):**

1. **Details of background, recognition or awards, job profile of the Managing Director(s) & Whole-time Director ("Managerial Personnel") and suitability hereof:**

The Educational, professional qualification, experience of Capt.S.Divakar is provided in the explanatory statement. There is only one whole time director.

2. **Past remuneration as Chief General Manager**

	Rs. In lakhs
<b>Name of the Director</b>	<b>2021-22</b>
<b>Capt.S.Divakar</b>	35.10

3. **Remuneration proposed: As set out in Explanatory statement to Item No.6 of this Notice.**
4. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**  
Dredging Corporation of India Limited was Government Company till 08/03/2019. The remuneration, terms and conditions etc. were till then governed by the guidelines issued by Department of Public Enterprises. The Government of India, on 8th March 2019, through strategic sale and execution of Share Purchase Agreement, had transferred all of its holding to four ports – Visakhapatnam Port Authority, Paradip Port Authority, Jawaharlal Nehru Port Authority and Deendayal Port Authority along with transfer of management and control. However, the payment of remuneration etc. to the Directors and employees are still being continued as per the DPE Guidelines. The appointment and remuneration of Capt. S Divakar was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company and the shareholders.  
In comparison, the overall remuneration paid to Capt S Divakar as Managing Director & CEO (A/C) is comparable to the remuneration being paid to the chief Executives of Schedule B companies which belonged prior to the strategic sale.



5. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Capt.S.Divakar has pecuniary relationship with the Company in terms of the remuneration proposed

III. **Other information:**

1) **Reasons of loss or in adequate profits:**

In the recent past, the competitive dredging scenario requiring aggressive marketing strategies, the ageing of dredgers of the company leading to raise in overheads and other relevant factors have adversely impacted the profitability of the Company during FY 2021-22 and is continuing this year. It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act in current year 2021-22 and the managerial remuneration paid/payable during FY 2021-22 may exceed the limits prescribed under Sections 196 to 198 of the Act. However, the same would be within the limits specified in Schedule V, Section II, Part A of the Act

2) **Steps taken or proposed to be taken for improvement:**

The Company believes that it is well positioned to capture opportunities for growth and profitability, basis its principal competitive strengths particularly with the support of four promoter ports. The Company has also taken steps for augmentation of capacity in the form procurement of new dredger of higher capacity, reducing the expenditure towards dry-dock, better monitoring of projects etc.

3) **Expected increase in productivity and profits in measurable terms:**

The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture. The overall maintenance dredging capacity for major ports is about 80 Mln. Cu.M. The available capacity is 60.Mln. Cu.M. The Company is making efforts to procure a new dredger of higher capacity to fill this gap which would help increasing the profitability as well as productivity. This is apart several capital dredging and inland dredging works being taken up in the Country. The turnover of the Company in the last few years is as under: -

Particulars	₹ in lakhs		
	2019-20	2020-21	2021-22
<b>Total Income from continuing operations</b>	<b>75529</b>	<b>76692</b>	<b>80154</b>

The above turnover figures clearly show that the Company is on a growth trajectory. The management is concentrating on improving the bottom line by concentrating on close monitoring of projects, reducing fuel consumption, reducing dry-dock period etc.

B. **Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- 1) **Financial and operating performance of the Company during the three preceding financial years:** Details provided above.
- 2) **Remuneration or commission drawn by individual concerned in any other capacity from the Company:** Capt. S Divakar has not drawn remuneration or commission in any other capacity from the Company.
- 3) **Remuneration or Commission drawn by Managerial Personnel from any other company:** NIL
- 4) **Professional qualification and experience:** Details provided above.
- 5) **Relationship between remuneration and performance:** The remuneration consists of the Basic, Dearness Allowance, perquisites and superannuation benefits and the variable component of performance linked incentive.
- 6) **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company:** Your Company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year, and increase in compensation and reward by way of variable bonus is linked to the evaluation of individual's performance. All employees of the Company, including Managing Director are governed by the Company's Performance Management System, in addition to the Board-approved Remuneration Policy.
- 7) **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:** Your Company has a clearly laid out Board-approved Remuneration Policy. This policy includes, *inter-alia*, separate remuneration parameters for performance related incentive for Managing Director and other employees. The philosophy of reward for performance, is applicable to all three domains.
- 8) **Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year:** NIL
- 9) **Reasons and justification for payment of remuneration:** Keeping in view the long experience and expertise of the Capt.S.Divakar to achieve the projected performance benchmarks, it is proposed to pay the remuneration on the terms and conditions stated above subject to being within the limits specified in Schedule V, Section ii, Part A.

By Order of the Board of Directors

(P. Chandra Kalabhinetri)  
Company Secretary

Place: Visakhapatnam  
Date: 28/11/2022