



NOTICE

NOTICE is hereby given that the 48th Annual General Meeting ("AGM") of the members of "**Dredging Corporation of India Limited**" will be held at 11:00 Hrs. on Friday, the 27th September 2024 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"):-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon and the comments thereon of the Comptroller & Auditor General of India 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, 2024 together with the reports of the Board of Directors and Auditors and the comments thereon of the Comptroller & Auditor General of India thereon laid before this meeting, be and are hereby received, considered and adopted."

2. To appoint Shri. Haranadh Lakshmi Polamraju (DIN: 07295378) who retires by rotation as a Director at this meeting and being eligible, offers himself for re-appointment 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. Haranadh Lakshmi Polamraju (DIN: 07295378), who retires by rotation at this meeting be and is hereby re-appointed as Director of the Company."

3. To appoint Dr. Madhaiyaan Angamuthu (DIN: 06549030) who retires by rotation as a Director at this meeting and being eligible, offers himself for re-appointment 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, Dr. Madhaiyaan Angamuthu (DIN: 06549030), who retires by rotation at this meeting be and is hereby appointed as Director of the Company."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for

payment of remuneration to Statutory Auditors as an **Ordinary Resolution:-**

"RESOLVED THAT Board of Directors of the Company be and are hereby authorised to fix the fees payable to the Statutory Auditor(s) as may be appointed by Comptroller and Auditor General of India for the Financial Year 2024-25 in accordance with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations and all other applicable provisions."

SPECIAL BUSINESS:

5. To approve Material Related Party Transactions

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 and such other applicable provisions, if any, 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 2024-25 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 ₹1000 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."

By Order of the Board of Directors

-sd-

(P. Chandra Kalabhinetri)

Company Secretary

Place: Visakhapatnam

Date: 04.09.2024

Notes

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 20, 2022, September 25, 2023 and other circulars issued from time to time (collectively referred to as 'MCA Circulars') and Other circular issued by Securities and Exchange Board of India ('SEBI') vide Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/ CFD/ CMD2/CIR/ P/2021/11dated January 15, 2021, SEBI/HO/CFD/ CMD1/P/CIR/2021/602 dated July 23, 2021, SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 and SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (SEBI Circulars) have permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Core-2, First Floor, "Scope Minar", Plot No. 2A & 2B, Laxmi nagar District Centre, Delhi- 110091, India.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 20th September, 2024 to 27th September, 2024 (both days inclusive), for annual closing (for AGM). The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Alankit Assignments Limited having their office at Alankit House, Jhandewalan Extension, New Delhi- 110055.
3. A statement pursuant to Section 102(1) of the Act relating to the Ordinary Business and 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 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 date. 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 / M/s. Alankit Assignments Limited / Depositories. Members may note that the AGM Notice will also be available on the Company's website www.dredge-india.com, websites of the Stock Exchanges i.e. BSE (www.bseindia.com), NSE (www.nseindia.com) and CSE (www.cseindia.com) respectively. For any communication, the Members may also send a request to the Company at rta@alankit.com; 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 assisted by M/s. Alankit Assignments Limited.
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 Mr. Sachin Agarwal of M/s. Agarwal S & Associates, Practicing 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 with a copy marked to rta@alankit.com.
11. The Member's login 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 NSDL / CDSL / M/s. Alankit Assignments Limited. 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 1000 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 NSDL / CDSL / M/s. Alankit Assignments Limited.
- 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. Virender Sharma, Manager (RTA), M/s. Alankit Assignments Limited at Landline No. +91-11-42541234 or send an email request at the email id: rta@alankit.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 09.12.2020 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 NSDL/ CDSL / M/s. Alankit Assignments Limited, 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 09.12.2020 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 evoting	From 9:00 A.M. on Tuesday, 24.09.2024
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 Thursday, 26.09.2024

- 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 cutoff date, may obtain the login ID and password by sending a request at rta@alankit.com.
- 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: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Details 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"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. IV. Post successful authentication, you will requested to select the name of the company. V. On successful selection, you will be redirected to e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided link for e-voting, where the e-Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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 send the mail to M/s. Alankit Assignments Limited rta@alankit.com and kalabhinetri@dcil.co.in. 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 sending the mail to M/s. Alankit Assignments Limited rta@alankit.com and kalabhinetri@dcil.co.in.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may contact to Mr. Virender Sharma, Manager (RTA), M/s. Alankit Assignments Limited at Landline No. +91-11-42541234 or send an email request at the email id: rta@alankit.com for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 20th September 2024, 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, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- 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:

1. 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 upto the date of AGM. Members seeking to inspect such documents can send an email to kalabhinetri@dcil.co.in.

IEPF RELATED INFORMATION:

2. 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 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.
3. The dividend for the financial year 2015-16 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. Alankit Assignments Limited, New Delhi or to the Company for the procedure for claiming the unpaid dividend.

Financial Year	Date of Declaration	Unclaimed Dividend Cases	Unclaimed Dividend (amount ₹)	Helpdesk details
2015-16	30/09/2016	2742	123069	-
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			
2022-23	No Dividend Declared			
2023-24	No Dividend Declared			

- 4 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 2015-16) 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. 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 M/s. Alankit Assignments Limited / Company, for detailed procedure to lodge the claim with the IEPF Authority.
- 5 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 / M/s. Alankit Assignments Limited 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 Registrar and Transfer Agent M/s. Alankit Assignments Limited for assistance in this regard.
- 6 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. to 05:00 P.M. upto the date of the Annual General Meeting (AGM).
- 7 Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), Mr. Virender Sharma, Manager (RTA), M/s. Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055, Landline No. +91-11-42541234 or send an email request at the email id: rtata@alankit.com.
- 8 Members may send the requests for inclusion / change / updation 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. Alankit Assignments Limited or to the Company.
- 9 Non-Resident Indian members are requested to inform the RTA, M/s. Alankit Assignments Limited 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.
- 10 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.
- 11 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

-sd-

Place: Visakhapatnam

(P. Chandra Kalabhinetri)

Date: 04.09.2024

Company Secretary



ANNEXURE TO NOTICE

BRIEF RESUME OF DIRECTORS BEING APPOINTED / RE-APPOINTED AS PER SEBI (LODR) REGULATIONS 2015 (FOR ITEM NO. 2,3 AND 5) 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. Haranadh Lakshmi Polamraju (DIN: 07295378) as Director.

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	Chairman, Paradip Port Authority;			
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/ Membership/ Chairmanship in the Committee of other Companies (Audit Committee and Stakeholder Relationship committee Considered)	Name of the Company	Position Held	Name of the Committee	Member/ Chairman
	Haridaspur Paradip Railway Company	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 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 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 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.3 : Appointment of Dr. Madhaiyaan Angamuthu (DIN: 06549030) as Director.

Dr. Madhaiyaan Angamuthu, 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.	06549030			
Date of Birth	28.04.1975			
Education Qualification	Ph.D. in Agriculture			
Professional qualification				
Nature of employment	Chairperson, Visakhapatnam Port Authority			
Experience	<p>Dr. Madhaiyaan Angamuthu, is an Indian Administrative Service (IAS) officer of the Assam-Meghalaya Cadre 2002 Batch, who has ample experience in several key sectors of public administration. A native of Dharmapuri district, Tamil Nadu, he started his career as an Assistant Collector in Jorhat district of Assam. During his terms as District Collector in five districts across Assam, he has initiated several positive transformations that have garnered widespread admiration and public acclaim. His ideation and execution of GINFED (Ginger Growers Cooperative Marketing Federation) in Karbi Anglong district that initiated a focused campaign towards introducing and promoting organic ginger in the National and International markets, is one of the key highlights.</p> <p>In his short span of career, he has had a distinction of engaging in diverse areas of work, from public centric initiatives to building infrastructure. He was appointed as VC and CEO Guwahati Metropolitan Development Authority. He has held charge of portfolios like CEO-Guwahati Bio-tech Park, MD, Guwahati Smart City Limited, Project Director-Assam Urban Infrastructure Investment Programme (an Asian Development Bank Funded project) and Secretary to the Govt. of Assam-Planning and Development Department, Commissioner, Guwahati Municipal Corporation.</p> <p>As Commissioner and Secretary to the Government of Assam, he has headed departments like Welfare of Tribes and Backward Classes Department, General Administration Department, Secretariat Administration Department, Urban Development Department, Tourism Department, Sports and Youth Welfare Department, and Divisional Commissioner, North Assam Division, Tezpur, Assam.</p> <p>Prior to assumption of charge as Chairperson of Visakhapatnam Port Authority, he was the Chairman, Agricultural and Processed Food Products Export Development Authority, an apex organisation of the Ministry of Commerce and Industry, Government of India, created specifically for export promotion of agro and allied products from India. APEDA's export basket includes-fresh and processed fruits and vegetables, other processed foods, cereals and cereal products, livestock products, floriculture and Organic products.</p> <p>He holds a Doctorate Degree in Agriculture with specialization in Horticulture from the Indian Agriculture Research Institute (IARI) and Master Degree in Horticulture from Punjab Agricultural University, Ludhiana; and Graduation in Agriculture from Tamil Nadu Agricultural University, Coimbatore. Dr. Angamuthu has also undergone various training programmes within the country and overseas in areas of programme and project implementation, leadership development, urban transportation, urban water management, public policy management and e-governance</p>			
No. of Share held in DCI	Nil			
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 Committee	Member/ Chairman
	Indian Port Rail & Ropeway Corporation Limited	Nominee Director-	-	-
	Assam Plains Tribes Development Corpn Ltd	Nominee Director-	-	-



No sitting fees will be paid to Dr. Madhaiyaan Angamuthu 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.

Dr. Madhaiyaan Angamuthu is liable to retire by rotation.

Dr. Madhaiyaan Angamuthu 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.

Dr. Madhaiyaan Angamuthu 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 08th March, 2019 between Government of India represented by Ministry of Shipping and the four Ports ("Purchasers") – Visakhapatnam Port Authority (VPA), Paradip Port Authority (PPA), Jawaharlal Nehru Port Authority (JNPA) and Deendayal Port Authority (DPA), 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 Port 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 Authorities hold significant influence encompassing the entire decision making process of DCIL and that these four Port Authorities are therefore Associates, by a rebuttal of the status that each of the four port Authorities 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 ₹1000 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 Authority, Paradip Port Authority, Jawaharlal Nehru Port Authority and Deendayal Port Authority) 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 31st March, 2024 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 materiality 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 2024-25 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 ₹1000 Crore. 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.

By Order of the Board of Directors

-sd-

(Smt. P. Chandra Kalabhinetri)

Company Secretary

Place: Visakhapatnam

Date: 04.09.2024