

# NOTICE

**NOTICE** is hereby given that the 49<sup>th</sup> Annual General Meeting ("AGM") of the members of "**Dredging Corporation of India Limited**" will be held at 11:00 Hrs. on Thursday, the 25<sup>th</sup> September, 2025 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:

### Adoption of Financial Statements

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended **March 31, 2025** together with the reports of the Board of Directors and Auditors thereon, and 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 Standalone Financial Statements of the Company for the financial year ended **March 31, 2025** together with the reports of the Board of Directors and Auditors and comments thereon of the Comptroller & Auditor General of India thereon as circulated to the Members, be and are hereby received, considered and adopted."

### Appointment of Director retire by Rotation

- To re-appoint **Shri. Unmesh Sharad Wagh (DIN: 08805348)** 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** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Shri. Unmesh Sharad Wagh (DIN: 08805348)**, who retires by rotation at this meeting and being eligible, has offered himself for re- appointment, be and is hereby re-appointed as Director of the Company."

- To re-appoint **Shri. Sushil Kumar Singh (DIN: 09817935)** 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. Sushil Kumar Singh (DIN: 09817935)**, who retires by rotation at this meeting and being eligible, has offered himself for re- appointment be and is hereby appointed as Director of the Company."

### Fixing of Remuneration of Statutory Auditors of the Company

- To consider and if thought fit, to pass with or without modification(s), the following resolution to fix remuneration of the Statutory Auditors for the Financial Year 2025-26 as an **Ordinary Resolution: -**

"**RESOLVED THAT** Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to the Statutory Auditor(s) as may be appointed by Comptroller and Auditor General of India for the **Financial Year 2025-26** in accordance with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations and all other applicable provisions."

## SPECIAL BUSINESS:

### Appointment of Secretarial Auditor

- To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of M/s Agarwal S. & Associates, Practising Company Secretaries as Secretarial Auditors of the Company effective from 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030 and in this regard, pass the following resolution(s) as Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, M/s Agarwal S. & Associates, a firm of Practising Company Secretaries (firm registration no. P2003DE049100), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from 01<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030, at such terms and conditions as detailed in the explanatory statement annexed hereto."

### Material Related Party Transactions

- To consider and if thought fit to pass with or without modification(s), the following resolution for arrangements/transactions entered/ to be entered with the related parties as an **Ordinary Resolution:-**

**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) 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 2025-26** 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.

#### Appointment of Independent Non Executive Directors

7. To consider and if thought fit, to pass the following Resolution for appointment of Mr Vinod Kumar Pipersenia (**DIN: 07280306**) as Independent Non Executive Director as a **Special Resolution**:

**"RESOLVED THAT** Mr. Vinod Kumar Pipersenia (DIN: 07280306), who was appointed as an Additional Director (Non Executive Independent Director) of the Company with effect from July 02, 2025 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and who is eligible for appointment and who has consented to act as a Director of the Company be and is hereby appointed as a Director (Non Executive Independent Director) of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, under the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of **Mr. Vinod Kumar Pipersenia** (DIN: 07280306), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of three years, i.e., from July 02, 2025 upto July 01, 2028 (both days inclusive) be and is hereby approved."

8. To consider and if thought fit, to pass the following Resolution for appointment of **Mr. Sanjay Pant (DIN: 11177381)** as Independent Non Executive Director as a **Special Resolution**:

**"RESOLVED THAT Mr. Sanjay Pant (DIN: 11177381)**, who was appointed as an Additional Director (Non Executive Independent Director) of the Company with effect from July 03, 2025 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and who is eligible for appointment and who has consented to act as a Director of the Company be and is hereby appointed as a Director (Non Executive Independent Director) of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, under the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of **Mr. Sanjay Pant (DIN: 11177381)**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of three years, i.e., from July 03, 2025 upto July 02, 2028 (both days inclusive) be and is hereby approved."

9. To consider and if thought fit, to pass the following Resolution for appointment of **Mr. Rajiv Jalota (DIN: 00152021)** as Independent Non Executive Director as a **Special Resolution**:

**"RESOLVED THAT Mr. Rajiv Jalota (DIN: 00152021)**, who was appointed as an Additional Director (Non Executive Independent Director) of the Company with effect from July 11, 2025 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and who is eligible for appointment and who has consented to act as a Director of the Company be and is hereby appointed as a Director (Non Executive Independent Director) of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if

any, under the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of **Mr. Rajiv Jalota (DIN: 00152021)**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an

Independent Director of the Company, not liable to retire by rotation, for a term of three years, i.e., from July 11, 2025 upto July 10, 2028 (both days inclusive) be and is hereby approved."

**By Order of the Board of Directors**

-sd/-

**(P. Chandra Kalabhinetri)**

Company Secretary

Place: Visakhapatnam

Date: 13.08.2025

## NOTICE

1. The Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read together with General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 and other circulars issued in this regard (collectively referred to as "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide its, Circular No.: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read together with other circulars issued in this regard, permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. 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 **19<sup>th</sup> September, 2025 to 25<sup>th</sup> September, 2025** (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 Private Limited having their office at Alankit House, Jhandewalan Extension, New Delhi- 110055.
3. The Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts relating to the Ordinary Business and Special Business to be transacted at the AGM is annexed hereto, Item no 05 to 09 is included as Special Business to be considered in the ensuing AGM.
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 13<sup>th</sup> 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](http://www.dredge-india.com), websites of the Stock Exchanges i.e. BSE ([www.bseindia.com](http://www.bseindia.com)), NSE ([www.nseindia.com](http://www.nseindia.com)) and CSE ([www.cseindia.com](http://www.cseindia.com)) respectively. For any communication, the Members may also send a request to the Company at [rta@alankit.com](mailto:rta@alankit.com); [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 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. The Scrutiniser have communicated their willingness to be appointed for the said purpose.
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 [rta@alankit.com](mailto: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. In case of Joint holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote at the meeting.

### 13. AGM THROUGH VC/OAVM:

In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with **Annual Report** is being sent only through electronic mode. 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. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Customer Experience Committee, Auditors, etc. 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: [rt@alankit.com](mailto:rt@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 e-voting	From	9:00 A.M. on Monday, 22.09.2025
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 Wednesday, 24.09.2025

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

**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 and 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 or 022-23058542-43</b> .

#### 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 [ta@alankit.com](mailto:ta@alankit.com) and [kalabhinetri@dcil.co.in](mailto:kalabhinetri@dcil.co.in). (Company Secretary) of the company. 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 [ta@alankit.com](mailto:ta@alankit.com) and [kalabhinetri@dcil.co.in](mailto:kalabhinetri@dcil.co.in). (Company Secretary) of the company.
- 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: [ta@alankit.com](mailto:ta@alankit.com) for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 19<sup>th</sup> September 2025, 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](mailto: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](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).
- 3 The dividend for the financial year 2017-18 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 ₹)	Due for transfer to IEPF
2017-18	13/08/2018	3312	159816	September 2025
2018-19	08/08/2019	1649	181119	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			
2024-25	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](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 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: [rta@alankit.com](mailto:rta@alankit.com).
- 8 Members may send the requests for inclusion / change / updation of Address, Bank A/c details, ECS mandate, Email address, Nominations:
- i) For shares held in dematerialized form-to the irrespective Depository Participant.
  - ii) 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:
- i) Change in the residential status on return to India for permanent settlement.
  - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 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.

- 12 SEBI has launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by MIs related to securities market process education and awareness messages. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

- 13 SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s). The SEBI had issued "Master Circular for Online Resolution of Disputes in the Indian Securities Market" (Updated as on December 28, 2023).

**By Order of the Board of Directors**

-sd/-

**(P. Chandra Kalabhinetri)**

Company Secretary

Place: Visakhapatnam

Date: 13.08.2025

# ANNEXURE TO NOTICE

## BRIEF RESUME OF DIRECTORS BEING APPOINTED / RE-APPOINTED AS PER SEBI (LODR) REGULATIONS 2015 (FOR ITEM NO. 5 and 6) STATEMENT SETTING OUT THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS UNDER SECTION 102 OF THE COMPANIES ACT 2013.

### ITEM No. 2 – To Appoint Shri Unmesh Sharad Wagh (DIN: 08805348) as Director.

Shri Unmesh Sharad Wagh, director is retiring by rotation and eligible for re- appointment. He is the nominee Director of Jawaharlal Nehru Port Authority. His brief resume is as under:

DIN No.	08805348			
Date of Birth	31.03.1972			
Education Qualification	Mr. Unmesh Sharad Wagh is Indian Revenue Services Officer of 2000 batch. He studied IRS, BE (Mechanical) degree from COEP Pune, MBA (Materials) & MBA (Finance) from the Department of Management Science (PUMBA) University.			
Professional qualification				
Nature of employment	Chairman, Jawaharlal Nehru Port Authority;			
Experience	Shri Unmesh Sharad Wagh IRS (2000) has a 23-year career in the Indian Revenue Services. Currently serving as the Chairman I/c. of the Jawaharlal Nehru Port Authority in Navi Mumbai. Mr.Wagh looks after the overall management of the JNPA. At JNPA, his contribution has enabled the port to be at par with the global standards and promoted modernization of the port through various EoDB initiatives. He also holds the role of Director (Operations), IPGL, where he is responsible for the Shaheed Bahishtee Port in Chabahar, Iran.  Mr. Wagh joined the Indian Revenue Services in 2000 and from 2000 to 2004 he worked as an Assistant Commissioner in the Central Excise and Customs Department in Jalgaon, Maharashtra. Before joining the IRS, he served for the Maharashtra government and Ministry of Railway, Government of India.  In the Ministry of Finance, he has served as Under Secretary, Tax Research Unit (TRU) and Director Excise. Additionally, he has worked on deputation to the Ministry of IT & Communication, Home and Coal in Delhi.  Mr. Wagh holds BE (Mechanical) degree from COEP Pune, MBA (Materials) & MBA(Finance) from the Department of Management Science (PUMBA) University. He has a varied experience in policy formation, intelligence gathering for national security issues, taxation, and legal matters.  Mr.Wagh is known as a proactive, hands-on professional who can swiftly identify problems, devise tactical plans, initiate change and implement effective programs in various demanding and diverse contexts—he has excellent interpersonal and team management abilities and is a good communicator.			
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	-	-
	Jnpa Antwerp Port Training And Consultancy Foundation	Nominee Director	-	-
	City And Industrial Development Corporation Of Maharashtra Limited	Director	-	-
	India Ports Global Limited	Director	-	-
	Vadhvan Port Project Limited	Nominee Director	-	-
	Mumbai-JNPT in capital letters Port Road Company Limited	Nominee Director	-	-

No sitting fees will be paid to Shri Unmesh Sharad Wagh 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 Unmesh Sharad Wagh is liable to retire by rotation.

Shri Unmesh Sharad Wagh 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 Unmesh Sharad Wagh 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 – To Appoint Shri. Sushil Kumar Singh (DIN: 09817935) as Director.

Shri Sushil Kumar Singh, director is retiring by rotation and eligible for re- appointment. He is the nominee Director of Deendayal Port Authority. His brief resume is as under:

DIN No.	09817935			
Date of Birth	09.01.1967			
Education Qualification	Shri Sushil Kumar Singh studied B.E (Mechanical), M. Tech. (Design Engineering)			
Professional qualification				
Nature of employment	Chairman, Deendayal Port Authority;			
Experience	<p>Has served as Joint Secretary (Ports/PPP/PHRD) in Ministry of Ports, Shipping &amp; Waterways (Government of India). Accountable for Port modernization, Port automation, Green Ports initiative, Smart Ports initiative, Mechanization of Port Infrastructure and PPP etc. in all the 12 Major Ports under Government of India. Major Ports include Mumbai Port, Chennai Port, Jawahar Lal Nehru Port, Paradip Port, Deendayal (Kandla) Port, Syama Prasad Mookerjee (Kolkata) Port, Vishakhapatnam Port, Kamarajar Port, VOC Chidambaranar Port, Cochin Port, New Managalore Port, Mormugao (Goa) Port.</p> <p>Handling Capacity augmentation and Efficiency improvement projects in Major Ports as envisioned in MIV-2030 (Maritime India Vision-2030).</p> <p>Implementing policy and technology initiatives for improving Ease of Doing Business and improving visibility of Supply Chain.</p> <p>In Indian Railways, has handled train Operations, Rolling Stock Maintenance, Rolling Stock Design &amp; Manufacturing projects for Ministry of Railways (Government of India). Possesses domain knowledge in locomotive Design, testing &amp; validation, Manufacturing and Supply Chain development. Has also handled Research Coordination for railway R&amp;D projects executed through joint collaboration with Academia, Industry and National &amp; International Railway Research Organizations including KRRI/Korea, RTRI/Japan and VNIIZHT (Russian Railway Research) organizations. Has handled technology assignments with countries including USA, Hungary, Spain, Republic of Korea, Japan, Bangladesh, Srilanka, Myanmar etc.</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
	Mumbai Port Sustainability Foundation	Director	-	-
	Bharat Hydrogen Research & Innovation Council	Nominee Director	-	-

No sitting fees will be paid to Shri Sushil Kumar Singh 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 Sushil Kumar Singh is liable to retire by rotation.

Shri Sushil Kumar Singh 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 Sushil Kumar Singh 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 – To Appoint M/s Agarwal S. & Associates, Practising Company Secretary as Secretarial Auditors of the Company**

Pursuant to provisions of Section 204 of the Act, and relevant rules thereunder, read with Regulation 24A of the Listing Regulations, every listed Company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. For this purpose, the Board of Directors of the Company had appointed M/s Agarwal S & Associates, Company Secretaries, ("ASA"), a peer reviewed firm of Practising Company Secretaries, as Secretarial Auditors of the Company for the FY 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated 12<sup>th</sup> December, 2024, amended the Listing Regulations. As per the amended Listing Regulations, on the basis of recommendation of the Board of Directors, a listed entity shall appoint or re-appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, subject to approval of the shareholders in the AGM. Also, any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31<sup>st</sup> March, 2025 shall not be considered for the purpose of calculating his/ her tenure. Further, such a Secretarial Auditor must be a peer-reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee ("Committee"), has recommended appointment of Agarwal S. & Associates, a firm of Practising Company Secretaries, as the Secretarial Auditors of the Company for the first term of five consecutive financial years commencing from 01<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030. The tenure of Secretarial Auditor shall be renewed/extended for another term of five consecutive financial years after FY 2029-30 subject to the meeting of the eligibility criteria under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Agarwal S. & Associates has a rich history that stretches over two decades and the team is mentored by a senior professional of repute. Agarwal S. & Associates, firm was established in the year 2003. The firm has immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Legal Due Diligence, Transaction documents, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Listings and Capital Market Transactions.

The dynamic professionals of Agarwal S. & Associates are very well exposed in dealing with various regulatory authorities like Registrar of Companies, Regional Director, National Company Law Tribunal, Ministry of Corporate Affairs, Competition Commission of India, SEBI, Stock Exchanges, Reserve Bank of India etc.

With the backing of a strong leadership team and advisory panel, Agarwal S. & Associates has helped the Company by bringing in fresh perspectives, enhanced expertise, increased efficiency and innovative approach to the audit processes during FY 2024-25.

Furthermore, in terms of the amended regulations, Agarwal S. & Associates has provided a confirmation that they hold a valid peer review certificate and they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

Fee for Secretarial Audit shall be ₹ 1 lac (Rupees One Lac only) (exclusive of applicable taxes and out of pocket expenses) per year for the FY 2025-26 & FY 2026-27. Board of Directors are hereby authorised to fix mutually agreed fee for subsequent years, based on the recommendation of the Audit Committee.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution set out in Item No. 5 of the Notice.

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

**ITEM No. 6 – 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 (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 **31<sup>st</sup> March, 2025** 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 **2025-26** 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.

#### **ITEM No. 7 – Appointment of Mr. Vinod Kumar Pipersenia (DIN: 07280306) as a Director and as an Independent Director**

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed **Mr. Vinod Kumar Pipersenia (DIN: 07280306)** as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of three years, i.e., from July 02, 2025 upto July 01, 2028 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 132 of the Articles of Association of the Company, Mr. Vinod Kumar Pipersenia shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Vinod Kumar Pipersenia are provided as Annexure to this Notice.

Mr. Vinod Kumar Pipersenia has given his declaration to the Board, inter alia, that

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')
- (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and
- (iv) he is not aware of any circumstance which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgement and without any external influence. He has also give his consent to act as a Director.

In the opinion of the Board, Mr. Vinod Kumar Pipersenia is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Mr Butschek was the Managing Director of the Company from February 15, 2016 to June 30, 2021 (both days inclusive) as well as served as consultant there after upto March 31, 2022

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr Butschek on the Board of the Company and accordingly the Board recommends the

appointment of Mr Butschek as an Independent Director as proposed in the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for and is also available on the website of the Company at <https://www.dredge-india.com/investors/terms-and-conditions-for-the-appointment-of-independent-directors> Except for Mr. Vinod Kumar Pipersenia and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### **ITEM No. 8 – Appointment of Mr. Sanjay Pant (DIN: 11177381) as a Director and as an Independent Director**

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed **Mr. Sanjay Pant (DIN: 11177381)** as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of three years, i.e., from July 03, 2025 upto July 02, 2028 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 132 of the Articles of Association

of the Company, Mr. Sanjay Pant shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Sanjay Pant are provided as Annexure to this Notice.

Mr. Sanjay Pant has given his declaration to the Board, inter alia, that

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')
- (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and
- (iv) he is not aware of any circumstance which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgement and without any external influence. He has also give his consent to act as a Director.

In the opinion of the Board, Mr. Sanjay Pant is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for and is also available on the website of the Company at <https://www.dredge-india.com/investors/terms-and-conditions-for-the-appointment-of-independent-directors> Except for Mr. Sanjay Pant and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**ITEM No. 9 – Appointment of Mr. Rajiv Jalota (DIN: 00152021) as a Director and as an Independent Director**

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed **Mr. Rajiv Jalota (DIN: 00152021)** as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of three years, i.e., from July 11, 2025 upto July 10, 2028 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 132 of the Articles of Association of the Company, Mr. Rajiv Jalota shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Rajiv Jalota are provided as Annexure to this Notice.

Mr. Rajiv Jalota has given his declaration to the Board, inter alia, that

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')
- (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and
- (iv) he is not aware of any circumstance which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgement and without any external influence. He has also give his consent to act as a Director.

In the opinion of the Board, Mr. Rajiv Jalota is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for and is also available on the website of the Company at <https://www.dredge-india.com/investors/terms-and-conditions-for-the-appointment-of-independent-directors> Except for Mr. Rajiv Jalota and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**By Order of the Board of Directors**

-sd/-

Place: Visakhapatnam  
Date: 13.08.2025

**(P. Chandra Kalabhinetri)**  
Company Secretary

# Annexure

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

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

Name of Director	Mr. Vinod Kumar Pipersenia	Mr. Sanjay Pant	Mr. Rajiv Jalota, IAS (Retd.)
Director Identification Number (DIN)	07280306	11177381	00152021
Designation / Category of Director	Additional Non-Executive Independent Director	Additional Non-Executive Independent Director	Additional Non-Executive Independent Director
Age	67	61	60
Date of first Appointment	19.08.2022	03.07.2025	11.07.2025
Qualifications	Mr. Vinod Kumar Pipersenia is a Science graduate and English Literature post graduate from Allahabad University. He has also studied law and passed 1 <sup>st</sup> and 2 <sup>nd</sup> year examinations of LL. B from Allahabad University.  He is an ex- IAS officer (1980 batch).	Mr. Sanjay Pant is a Science graduate from Delhi University. He has also studied LLB from Camus Law Centre, Delhi University. Mr. Sanjay pant is an ex. IRS Officer (1990 Batch)	Mr. Rajiv has completed Post Graduate in Science from Lucknow University and Master in international development policy from Duke university, USA.  He is an ex- IAS officer (1988 batch).
Expertise in specific functional areas	Retired IAS Officer with 38 years of Service. Retired as Chief Secretary , Assam	Indirect taxation & Law	Sustainability and ESG, Infrastructure, ports & Maritime, Cruise, Urban and Industrial Development project & Finance
Directorships held in other companies including equity listed companies and excluding foreign companies	Nil	Nil	Nil
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	Nil	Nil	Nil
No. of Shares held in the Company	Nil	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Terms and Conditions of appointment / reappointment	Appointment as an Additional Director and Independent Director with effect from July 02, 2025	Appointment as an Additional Director and Independent Director with effect from July 03, 2025	Appointment as an Additional Director and Independent Director with effect from July 11, 2025
Details of Remuneration sought to be paid	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.