



NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the members of Dredging Corporation of India Limited will be held at 1100 hrs on Monday, the 13th August, 2018 in Conference hall, Core-2, Ground Floor, Scope Minar, Plot No.2A & 2B, Laxminagar District Centre, Delhi - 110092 to transact the following business :-

ORDINARY BUSINESS

- To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To declare a dividend on equity shares for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT a dividend at the rate of ₹2/- (Two rupees only) per equity share of ₹10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018."
- To appoint Shri Rajesh Tripathi (DIN:03379442) who retires by rotation as a Director and is eligible for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Rajesh Tripathi (DIN:03379442) , who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."
- To pass with or without modification, the following resolution as an **Ordinary Resolution** for payment of remuneration to Statutory Auditors
"RESOLVED THAT pursuant to Section 142 (1) of the Companies Act, 2013, the remuneration of the Statutory Auditors of the Company, M/s Tukaram & Co., Chartered Accountants, appointed by Comptroller and Auditor General of India be and is hereby fixed at ₹4.50 lakh (rupees four lakh and fifty thousand only) plus taxes as applicable for the year 2017-2018."

SPECIAL BUSINESS

- To appoint Shri Satinder Pal Singh (DIN: 07490296) as Director (Govt. Nominee) of the Company.
To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to the provisions of Section 161(1) of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the Articles of Association of the Company and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Shri Satinder Pal Singh (DIN: 07490296) who was appointed as Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from him under Section 160 of the Companies Act, 2013 be and is hereby appointed as Director of the Company and is liable to retire by rotation."
- To appoint Shri Shambhu Singh (DIN:01219193) as Director (Govt. Nominee) of the Company.
To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to the provisions of Section 161(1) of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the Articles of Association of the Company and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Shri Shambhu Singh (DIN:01219193) who was appointed as Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from him under Section 160 of the Companies Act, 2013 be and is hereby appointed as Director of the Company and is liable to retire by rotation."

By Order of the Board of Directors

Place : Visakhapatnam

Date : 12/07/2018

(K. Aswini Sreekanth)
Company Secretary

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY SO APPOINTED NEED NOT NECESSARILY BE A MEMBER OF THE COMPANY.

Proxies in order to be valid and effective, must be delivered at the Registered office of the company duly filled, stamped and signed not later than 48 hours before the commencement of the meeting.

- As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten per cent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting along with brief resume etc., of the Directors being appointed/re-appointed as required as per SEBI (LODR) Regulations 2015 is annexed hereto.
- Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the meeting.
- The Annual Report duly circulated to the members of the Company, is also available on the Company's Website at www.dredge-india.com.
- 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 12:30 p.m. up to the date of the Annual General Meeting.
- The Register of Members and share Transfer Books of the Company will remain closed from Tuesday, 7th August, 2018 till Monday, 13th August, 2018 (both days inclusive) for the purpose of ascertaining the eligibility of members for payment of dividend. The dividend payable on Equity Shares, if approved by the members, will be paid to those members whose names appear on the Company's Register of members and as per beneficial owner's position received from NSDL & CDSL as at the close of working hours on Monday, the 6th August, 2018.
- Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA), M/s Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032. Tel. Nos.: (040) 67162222 ; Fax No.: (040) 23001153 ; E-mail Address : einward.ris@karvy.com
- Reserve Bank of India has initiated NECS (National Electronic Clearing System) facility for credit of dividend directly to the bank account of the members. Hence, members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR code & 11 digit IFSC code), in respect of shares held in dematerialized form with their respective Depository Participant i.e., the agency where the demat account has been opened and in respect of shares held in physical form with the RTA or at the registered office of the Company.
- Members may send their requests for inclusion/change/updation of Address, Bank A/c details, ECS mandate, Email address, Nominations:
i) For shares held in dematerialised form - to their respective Depository Participant.

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- ii) For shares held in physical form - to the RTA, M/s Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company.
- 10 Non-Resident Indian members are requested to inform the RTA, M/s Karvy Computershare Private Limited, Hyderabad immediately about:
- i) Change in their residential status on return to India for permanent settlement.
- ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 11 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account / folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
- 12 Pursuant to the provisions of Section 205A and 205C of the erstwhile Companies Act, 1956 and Section 124 & 125 of the Companies Act, 2013, the Company has transferred all unpaid dividend declared upto the financial year 2009-10 to Investor Education & Protection Fund (IEPF) established by the Central Government. The dividend for the financial year 2012-13 and thereafter, which remains unpaid or unclaimed for a period of 7 years would be transferred to the IEPF on respective due dates as given in the statement below. The members, who have not encashed their dividend warrant so far, for the financial years 2012-13 to 2015-16 (Dividend not declared for the years 2010-11, 2011-12 & 2016-17) may write to the RTA, M/s. Karvy Computershare Private Limited, Hyderabad or to the Company for the procedure for claiming the unpaid dividend

Financial Year	Date of Delcaration	Unclaimed Dividend		Financial Year for transfer to IEPF
		Cases	Amount(₹)	
2010-11	No Dividend Declared	--	--	--
2011-12	No Dividend Declared	--	--	--
2012-13	29/09/2013	2336	84070	2020-21 (October 2021)
2013-14	29/09/2014	1754	77496	2021-22 (October 2022)
2014-15	30/09/2015	1677	78063	2022-23 (October 2023)
2015-16	30/09/2016	1718	76815	2023-24 (October 2024)
2016-17	No Dividend Declared	--	--	--

- 13 As per The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 which came into force w.e.f. 28/2/17, the dividend which has not been unpaid or unclaimed for a period of seven years need to be transferred to IEPF along with the shares held against that name. The Company has, during financial year 2017-18, transferred to the IEPF Authority all shares numbering to 3135 shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017 within the stipulated timelines during the year as per the provisions of the Companies Act and IEPF Guidelines. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and / or dividend from the IEPF Authority. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
14. **SEBI has notified that securities of listed companies can be transferred only in dematerialised form w.e.f December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
- 15 Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Annual Report of the Company has been sent through email to those members whose email ID is registered with the Company / Depository. In case any member wants a physical copy of the Annual Report, he may send a request to the Company Secretary at the registered office of the Company or to the RTA at the address given above. Those members who have not registered their email ID are requested to write to the RTA / their Depository Participant for registering the same.
- 16 In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing the facility to its members to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. The cut-off date to be eligible to vote is Monday, 6th August, 2018.
- 17 Facility for E-Voting : Details of the process and manner of e-voting along with the User ID and Password are being sent to the members along with the notice:
- By email to those members whose email ID is registered with the Company / Depository Participant.
 - By post to those members whose email ID is not registered with the Company / Depository Participant.
- 18 The instructions and other information relating to e-voting are as under:
- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e., User ID and password sent by e-mail). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the "EVENT" i.e., (name of the Company).
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/ demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.



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- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sachinag1981@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
 - xiii) In case a person has to become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 6th August, 2018 may write to the Karvy on the email Id: evoting@karvy.com or to Ms.C.Shobha Anand, Contact No. 040-33215424, at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, [Unit: DREDGING CORPORATION OF INDIA LIMITED] requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- i) User ID and initial password as provided.
 - ii) Please follow all steps from Sr. No. (i) to (xiii) as mentioned in (A) above, to cast your vote.
- C. The remote e-voting period commences on Friday, the 10th August, 2018 at 09:30 A.M. and ends on Sunday, the 12th August, 2018, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, 6th August, 2018, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Monday, 6th August, 2018.
- F. The Company has appointed Shri Sachin Agarwal of Agarwal S & Associates, Practising Company Secretary (Membership No.-5774) as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- G. Facility for voting through ballot paper would also be made available at the AGM venue. Members who cast their votes electronically should not vote through ballot paper. However, in case a member votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.
- H. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, allow voting by use of ballot or polling paper for all those members who are present at the General Meeting but have not cast their vote electronically using the remote e-voting facility.
- I. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and submit not later than two days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against if any, to the Chairman of the Company or such other officer authorized by the Chairman.
- J. The Results on resolutions shall be declared within 2 days of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- K. The results of voting along with the Scrutinizer's Report(s) thereon would be available on the website of the Company (www.dredge-india.com) and on Service Provider's website (<https://evoting.karvy.com>) immediately after the declaration of the results and would also be communicated simultaneously to the Stock Exchanges where the shares of the Company are listed.
- 19 Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Transfer Agents, M/s Karvy Computershare Private Limited. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
- 20 It is to be noted that no gifts will be distributed at the meeting.

By Order of the Board of Directors

**Place : Visakhapatnam
Date : 06/07/2018**


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

ANNEXURE TO NOTICE

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

ITEM No. 3 –

Shri Rajesh Tripathi (DIN:0339442) aged 57 years (DOB:07/02/1961) was appointed as Chairman and Managing Director of the Company vide Ministry Letter No. SS-28012/01/2014-DCI dt.04/12/14. He took charge on 02/02/15. Pursuant to the provisions of the Companies Act, he is a Director liable to retire by rotation and is now to be retired and being eligible offers himself for re-appointment. Shri Rajesh Tripathi is 1982 batch Indian Railways Services Engineering (IRSE) Officer.He joined Indian Railways in 1984 and held several prestigious posts including Project Director of IRCON, Malaysia Railways Project and Chief Engineer of Jammu Kashmir Railway Project. He also worked as Director (Way and Works) in Konkan Railway Corporation. He is also holding the additional charge of Director (Finance) w.e.f 15/03/2018.

Educational & Professional qualification	: Master degree - M.Tech (Structures) and Post Graduate Diploma in Business Management.
Details of Directorships in other Companies	: 1
Membership/Chairmanship in the Committee of other Companies	: Nil
No. of shares held in the Company as on date	: 551
Relationship between Directors inter-se	: None

He will be liable to retire by rotation under Section 152 of the Companies Act, 2013.
The tenure, terms and conditions regulating his appointment is determined by Government of India.
Shri Rajesh Tripathi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. None of the Directors and Key Managerial Personnel or their relatives, except the appointee himself, is in any way concerned or interested, financially or otherwise in the resolution.
The Board commends the resolution for approval of the members as ordinary resolution.

NOTICE....**ITEM No. 5 –**

Shri Satinder Pal Singh (DIN:07490296) aged 50 years (DOB: 05/07/1968) was appointed as Part-time Official Director of the Company vide Ministry Letter No.SS-11012/6/2014-SY.II (Part I) dt. 28/08/17. He took charge on 28/08/17. Pursuant to the Articles of Associates of the Company and Section 161(1) of the Companies Act, 2013, he was appointed as Additional Director on the Board and holds office upto the date of this AGM. The Company has received a notice in writing from him under section 160 of the Companies Act, 2013 intending to be appointed as Part-time Official Director of the Company. He has worked as Superintendent of Police in Districts Sirmaur, Mandi and Kangra of Himachal Pradesh, UN Civilian Police in Kosovo, National Human Rights Commission of India, Special Secretary (Home Department), Shimla, Inspector General of Police (Law & Order), Shimla. He also served as Director(Housing) in the Ministry of Housing and Urban Poverty Alleviation before being posted as Joint Secretary in Ministry of Shipping which post he presently holds.

Educational & Professional qualification

: Bachelor of Engineering (Civil) from Kashmir University, Post Graduate Degree in Police Management from Osmania University and Master of Laws (LLM) from Brunel University, London

Details of Directorships in other Companies

Name of Company	Position held
1.Shipping Corporation of India Limited	Director
2.Cochin Shipyard Limited	Director
3.Sagarmala Development Company Limited	Director

Membership/Chairmanship in the Committee of other Companies

: Nil

No. of shares held in the Company as on date

: Nil

Relationship between Directors inter-se

: None

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

The tenure will be from the date of appointment on the Board (i.e. 28/08/2017) or until further orders from Government of India in terms of Ministry of Shipping Letter No. SS-11012/6/2014-SY.II (Part I) dt. 28/08/2017. Other terms and conditions regulating his appointment is determined by Government of India.

Shri Satinder Pal 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.

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

Item No. 6 –

Shri Shambhu Singh (DIN:01219193) aged 59 years (DOB: 28/12/1959) was appointed as Part-time Official Director of the Company vide Ministry Letter No.SS-11012/6/2014-SY-II Part-I dt.03/05/2018. He took charge on 03/05/18. Pursuant to the Articles of Associates of the Company and Section 161(1) of the Companies Act, 2013, he was appointed as Additional Director on the Board and holds office upto the date of this AGM. The Company has received a notice in writing from him under section 160 of the Companies Act, 2013 intending to be appointed as Part-time Official Director of the Company. He has varied administrative experiences. He worked in various capacities in Government of India and is presently posted as AS&FA, Ministry of Shipping. He is also a Director in Shipping Corporation of India and Indian Port Rail Corporation Limited. He is also a Trustee in Mumbai Port Trust and Indian Maritime University

Educational & Professional qualification

: MA (Economics)

Details of Directorships in other Companies

Name of Company	Position held
1.Indian Port Rail Corpn. Ltd.	Director
2.Indian Maritime University	Director
3.Mormugao Port Trust	Director
4.Shipping Corporation of India Ltd.	Director

Membership/Chairmanship in the Committee of other Companies:

: Nil

No. of shares held in the Company as on date

: Nil

Relationship between Directors inter-se

: None

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

The tenure will be from the date of appointment on the Board (i.e. 03/05/2018) or until further orders from Government of India in terms of Ministry of Shipping Letter No. No.SS-11012/6/2014-SY-II Part-I dt.03/05/2018. Other terms and conditions regulating his appointment is determined by Government of India.

Shri Shambhu 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.

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

