



**DREDGING CORPORATION OF INDIA LIMITED
(CIN: L29222DL1976PLC008129)**

Regd. Office : Core: 2, 1st Floor, "SCOPE MINAR", Plot No. 2A & 2B,
Laxminagar District Centre, Delhi - 110 092.

Head Office : "Dredge House", HB Colony Main Road, Seethammadhara
Visakhapatnam - 530 022.

E-MAIL : kalabhinetri@dcil.co.in; Website : www.dredge-india.com

**NOTICE OF POSTAL BALLOT FOR APPOINTMENT OF INDEPENDENT
DIRECTORS**

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 02/2022 dated May 5, 2022 ("MCA Circulars"), in view of the COVID-19 pandemic, it is proposed to seek the consent of Members of Dredging Corporation of India Limited ("the Company") to transact the businesses as set out hereunder by passing Special Resolution(s) by way of Postal Ballot only through remote voting by electronic means ("remote e-voting").

2. The explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

3. On account of the threat posed by COVID-19 pandemic and in terms of the requirements specified in the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agent or Depository/Depository Participants and the communication of assent/dissent of the Members will only be taken through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please register the same by following the link: <https://ris.kfintech.com/clientservices/postalballot/> and entering the details as required.

4. Further, as per the MCA circulars, a physical copy of the Notice along with the Postal Ballot Form and prepaid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

5. The Board of Directors of the company at its meeting held on 30th May, 2022 has informed that as per SEBI (LODR), the appointment of directors by Board is to be approved by the Shareholders within three months from the date of appointment of the Director. Three Independent Directors – Shri Anindo Majumdar, Shri Vinod Kumar Pipersenia, Shri Rajat Sachar were appointed in May 2022 and one Director – Shri Arun Kumar Gupta appointed in July 2022. As the next General Body is not scheduled within three months from these dates, the approval of the shareholders will be sought by postal ballot as per the provisions of the Companies Act and Rules made thereunder



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6. The Board of Directors has appointed Mr. Sachin Agarwal of M/s Agarwal S. & Associates, Practicing Company Secretary as Scrutinizer to scrutinize e voting process in a fair and transparent manner.

7. The Company has engaged the services of M/s.KFin Technologies Limited (formerly known as KFin Technologies Private Limited) as the agency to provide remote e-voting facility. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on 19.08.2022, (the last day to cast vote electronically) to be eligible for being considered.

8. The remote E-voting facility shall commence on Thursday, 21st July 2022 at 9.00 A.M. and ends on Friday, 19th August 2022 at 5.00 P.M.

9. A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial owners maintained by the Depositories as on Friday, 15th July, 2022, ("cut-off date") only shall be entitled to avail the facility of remote e-voting.

10. Any person who acquires the shares of the Company and holding shares as on the cut-off date i.e., 15th July, 2022 may obtain the User-ID and password by sending request at evoting@kfintech.com

11. The remote e-voting module shall be disabled by the KFinTech for voting after 5.00 P.M, 19th August 2022 and the Members will not be allowed to vote electronically beyond the said date and time.

12. The Scrutinizer will submit their report, after the completion of scrutiny, to the Managing Director of the Company or any person authorized by them. The results of remote e-voting will be announced on or before 22.08.2022 and will be displayed on the Company's website www.dredge-india.com and will also be communicated to the Stock Exchanges, where the shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office.

13. In case of queries and grievances concerned with the remote e-voting the members may contact Mr. PSRCH. Murthy, Sr. Manager - RIS, KFin Technologies Limited, [Unit: Dredging Corporation of India Limited], Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Tel. No.: +91 40 6716 2222; Toll Free No.: 1800-309-4001; E-mail: einward.ris@kfintech.com or evoting@kfintech.com You may also refer to the FAQ for Shareholders & e-voting user manual for shareholders available at the download section of the website : <https://evoting.kfintech.com/>



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14. MANNER OF REGISTERING / UPDATING EMAIL ADDRESSES:

Members holding shares in physical mode/ dematerialised mode, who have not registered /updated their email addresses with the Company/ Depository Participants, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/postalballot/> or by sending scanned copy of duly signed letter by the member mentioning their name, address, folio number, number of shares held with the company/ Depository Participants along with attaching a self attested copy of PAN card & one of the following document Aadhar Card, Driving License, Utility bill, or any other government document in support of address proof at Kfintech at einward.ris@kfintech.com.

Place: Visakhapatnam
Dated:16-07-2022

(P Chandra Kalabhinetri)
Company Secretary



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**ITEM No. 1: To approve the appointment of Mr. Anindo Majumdar (DIN:06984371)
as an Independent Director.**

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 149, Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof), provisions of the Articles of Association of the Company and requirement of SEBI Guidelines and/or regulations, Mr. Anindo Mazumdar, be and is hereby appointed as Additional Director (Non-executive Independent Director) on the Board of the Company effective from the date of his appointment/ or taking charge as Director/ date of consent as per DIR 2 / having active Director Identification number/ getting registered with the Indian Institute of Corporate Affairs as per the provisions of the Companies Act and the Rules and regulations made thereunder whichever is later and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, the details regarding his appointment is given in statement pursuant to Section 102 of the Act annexed to the Notice of Postal Ballot be and is hereby appointed as Independent Director of the Company for a period of three years from 20/05/2022. "

**ITEM No. 2 : To approve the appointment of Mr. Vinod Kumar Pipersenia (DIN:
07280306) as an Independent Director.**

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 149, Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof), provisions of the Articles of Association of the Company and requirement of SEBI Guidelines and/or regulations, Mr. Vinod Kumar Pipersenia, be and is hereby appointed as Additional Director (Non-executive Independent Director) on the Board of the Company effective from the date of his appointment/ or taking charge as Director/ date of consent as per DIR 2 / having active Director Identification number/ getting registered with the Indian Institute of Corporate Affairs as per the provisions of the Companies Act and the Rules and regulations made thereunder whichever is later and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, the details regarding his appointment is given in statement pursuant to Section 102 of the Act annexed to the Notice of Postal Ballot be and is hereby appointed as Independent Director of the Company for a period of three years from 26/05/2022.



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ITEM No. 3 : To approve the appointment of Mr. Rajat Sachar (DIN: 09616779) as an Independent Director.

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 149, Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof), provisions of the Articles of Association of the Company and requirement of SEBI Guidelines and/or regulations, Mr. Rajat Sachar, be and is hereby appointed as Additional Director (Non-executive Independent Director) on the Board of the Company effective from the date of his appointment/ or taking charge as Director/ date of consent as per DIR 2 / having active Director Identification number/ getting registered with the Indian Institute of Corporate Affairs as per the provisions of the Companies Act and the Rules and regulations made thereunder whichever is later and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, the details regarding his appointment is given in statement pursuant to Section 102 of the Act annexed to the Notice of Postal Ballot be and is hereby appointed as Independent Director of the Company for a period of three years from 26/05/2022.”

ITEM No. 4 : To approve the appointment of Mr. Arun Kumar Gupta (DIN: 03310218) as an Independent Director.

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 149, Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof), provisions of the Articles of Association of the Company and requirement of SEBI Guidelines and/or regulations, Mr Arun Kumar Gupta, (DIN No. 03310218) be and is hereby appointed as Additional Director (Non-executive Independent Director) on the Board of the Company effective from the date of his appointment/ or taking charge as Director/ date of consent as per DIR 2 / having active Director Identification number/ getting registered with the Indian Institute of Corporate Affairs as per the provisions of the Companies Act and the Rules and regulations made thereunder whichever is later and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, the details regarding his appointment is given in statement pursuant to Section 102 of the Act annexed to the Notice of Postal Ballot be and is hereby appointed as Independent Director of the Company for a period of three years from 04/07/2022.”

BY ORDER OF THE BOARD

**(P. Chandra Kalabhinetri
Company Secretary
Membership No.: A23675**

Place: Visakhapatnam

Dated: 16-07-2022

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NOTE(S):

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolution contained in the above Notice is appended and forms part of the Notice.
2. The Company has appointed Mr. Sachin Agarwal Membership No 5774 as Scrutinizer for conducting the E-voting process in accordance with the law and in a fair and transparent manner.
3. In view of the threat of Covid-19 the Company is unable to get the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote E-voting only.
4. The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on 15th July, 2022. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
5. You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5.00 p.m. on 19/08/2022.
6. The Company is offering only Remote E-voting facility to its Members to enable them cast their vote. A member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and login any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.

Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their Email ID and they would get an email with the link to participate in Remote E-voting.

7. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (here in after called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 02/2021 dated 13th January 2021 issued by Ministry of Corporate Affairs and



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Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on 15th July 2022 End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

8. The instructions for E-voting are as under:

Step 1 :

[Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.](#)

Step 2 :

[Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.](#)

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
<u>Individual Shareholders holding securities in demat mode with NSDL</u>	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none">I. Visit URL: https://eservices.nSDL.comII. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none">I. To register click on link :https://eservices.nSDL.comII. Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspIII. Proceed with completing the required fields.IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none">I. Open URL: https://www.evoting.nSDL.com/II. Click on the icon "Login" which is available under 'Shareholder/Member' section.III. A new screen will open. You will have to enter your User ID (i.e. your



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

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

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

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



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Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - 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 "EVEN" i.e., 'Postal Ballot' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - 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 have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sachin@companylawworld.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit this report to the Company Secretary after completion of the scrutiny and results of the Postal Ballot would be announced by 21/08/2022 5.00p.m.(IST) through Email and the Resolution will be taken as passed, if the results of E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company ([WEBSITE](#)) besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Ltd, <https://evoting.kfintech.com>.



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C.General Instructions

i. In case Members of the Company have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@Kfintech.com

- ii. The Remote E-voting period commences from 9.00a.m. (IST) on 21/07/2022 and ends at 5.00p.m.(IST) on 19/08/2022. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 15/07/2022 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The Scrutinizer shall, unlock the votes in the presence of at least two(2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company
- iv. Subject to the receipt of sufficient votes the Resolutions shall be deemed to be passed on the last date of voting i.e. on 19/08/2022. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dredge-india.com and also on the notice board placed at the Registered Office of the Company and on the website of KFinTech.
- v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. or contact Mr. PSRCH Murthy, Sr.Manager, Toll Free No. 1800 309 4001, at [Unit: Dredging Corporation of India Limited] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, Telangana State, India.



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 1: APPOINTMENT OF MR. ANINDO MAZUMDAR ((DIN: 06984371) AS AN INDEPENDENT DIRECTOR

Mr. Anindo Majumdar (DIN: 06984371) was appointed as an Independent Director of the Company for a period of three consecutive years from the effective date of his appointment.

He joined our Board on 20/05/2022. He is 62 years of age. He has a MBA degree in Management from the University of Hull, UK and a MA degree in Economics from the Delhi School of Economics, University of Delhi. He is a retired officer of the Indian Administrative Service (IAS). He has nearly thirty-five years of rich and varied experience in different areas of public administration. After retirement from the IAS, he is currently involved in advisory work. He is also a Public Interest Director and Chairman of the Calcutta Stock Exchange, Kolkata and an Arbitrator in a couple of matters. As a member of the IAS, he held several leadership positions in the Government such as the Chief Secretary, Andaman & Nicobar Administration, Secretary, Deputy Chairman, Kolkata Port Trust etc. He worked with the United Nations Development Programme (UNDP) in Afghanistan

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularisation of the appointment of Mr. Anindo Majumdar as an Independent Director.

Mr. Anindo Majumdar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As an Independent Director, he is entitled to get sitting Fee for Board Meetings and Board Level Committee Meetings attended by him.

Mr. Anindo Majumdar does not hold any Shares in Dredging Corporation of India Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company.

Except Mr. Anindo Majumdar being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 1 as Special Resolution.

Brief resume of Mr. Anindo Majumdar is annexed.



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**ITEM NO 2: APPOINTMENT OF MR. VINOD KUMAR PIPERSENIA ((DIN: 07280306)
AS AN INDEPENDENT DIRECTOR**

Mr. Vinod Kumar Pipersina (DIN: 07280306) was appointed as an Independent Director of the Company for a period of three consecutive years from the effective date of his appointment.

He joined our Board on 26/05/2022. He is an ex- IAS officer and retired as Chief Secretary, Assam. He served in various positions both in the Government of Assam and the Government of India.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularisation of the appointment of Mr. Vinod Kumar Pipersenia as an Independent Director.

Mr. Vinod Kumar Pipersina is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As an Independent Director, he is entitled to get sitting Fee for Board Meetings and Board Level Committee Meetings attended by him.

Mr. Vinod Kumar Pipersina does not hold any Shares in Dredging Corporation of India Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company.

Except Mr. Vinod Kumar Pipersina being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 2 as Special Resolution.

Brief resume of Mr. Vinod Kumar Pipersina is annexed.



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ITEM NO 3: APPOINTMENT OF MR. RAJAT SACHAR ((DIN: 09616779) AS AN INDEPENDENT DIRECTOR

Mr. Rajat Sachar (DIN: 09616779) was appointed as an Independent Director of the Company for a period of three consecutive years from the effective date of his appointment.

He joined our Board on 26/05/2022. He did his Masters in Economics from Delhi School of Economics, University of Delhi. He has worked in various Ministries including Ministry of Shipping as Economic Adviser.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularisation of the appointment of Mr. Rajat Sachar as an Independent Director.

Mr Rajat Sachar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As an Independent Director, he is entitled to get sitting Fee for Board Meetings and Board Level Committee Meetings attended by him.

Mr. Rajat Sachar does not hold any Shares in Dredging Corporation of India Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company.

Except Mr. Rajat Sachar being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 3 as Special Resolution.

Brief resume of Mr. Rajat Sachar is annexed.



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ITEM No. 4 : To approve the appointment of Mr. Arun Kumar Gupta (DIN: 03310218) as an Independent Director.

Mr. Arun Kumar Gupta (DIN: 03310218) was appointed as an Independent Director of the Company for a period of three consecutive years from the effective date of his appointment.

He joined our Board on 04/07/2022. He did his Marine Engineering from Marine Engineering College, Mumbai. He has worked the Chairman & Managing Director of the Shipping Corporation of India Ltd. (SCI) on from 28th January, 2014 till 31st December 2015. Prior becoming C& MD, he was functioning as Director (Technical & Offshore Services) since October, 2010. He was also entrusted with the additional responsibilities of Director (Technical & Offshore Services) and Director (Finance) while working as CMD, SCI.

Pursuant to the provisions of Section 152 (2) of the Companies act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Further pursuant to SEBI (LODR) Regulations, 2015 every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for regularisation of the appointment of Mr. Arun Kumar Gupta as an Independent Director.

Mr Arun Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As an Independent Director, he is entitled to get sitting Fee for Board Meetings and Board Level Committee Meetings attended by him.

Mr. Arun Kumar Gupta does not hold any Shares in Dredging Corporation of India Ltd. and he does not have any relationship with other Directors/Manager/KMP of the Company.

Except Mr. Arun Kumar Gupta being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is any way, concerned or interested, financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 4 as Special Resolution.

Brief resume of Mr. Arun Kumar Gupta is annexed.



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Additional information on Directors being appointed/re-appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India, in the order of the items mentioned in the Notice:

Shri. Anindo Majumdar, IAS(Retired)

Age	62 Years
Date of first appointment on Board	20.05.2022
Qualification	MBA degree in Management from the University of Hull, UK and a MA degree in Economics from the Delhi School of Economics, University of Delhi
Brief Resume including experience	<ul style="list-style-type: none">• He is a retired officer of the Indian Administrative Service (IAS). He has nearly thirty-five years of rich and varied experience in different areas of public administration. He retired from Government Service on 31st August 2020.• He held the post of Secretary, Central Vigilance Commission, in the rank and pay of Secretary to the Government of India at the time of his retirement.• After retirement from the IAS, he is currently involved in advisory work. He is also a Public Interest Director and Chairman of the Calcutta Stock Exchange, Kolkata and an Arbitrator in a couple of matters.• As a member of the IAS, he held several leadership positions in the Government such as the Chief Secretary, Andaman & Nicobar Administration, Secretary, Deputy Chairman, Kolkata Port Trust etc.• He worked with the United Nations Development Programme (UNDP) in Afghanistan
Nature of expertise in specific functional areas	
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NIL



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No. of equity shares held in the Company	0
No. of board meetings attended during the year	1
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the Board of Directors vide resolution by circulation dated:18/05/2022
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors is subject to identification by the Independent Directors Bata Bank he possesses the requisite skills.

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Shri. Vinod Kumar Pipersenia, IAS(Retired)

Age	65 Years
Date of first appointment on Board	26.05.2022
Qualification	Science graduate and English Literature post graduate from Allahabad University and LLB
Brief Resume including experience	<ul style="list-style-type: none">• He is an ex- IAS officer (1980 batch; Assam-Meghalaya cadre) and retired as Chief Secretary, Assam• He served in various positions both in the Government of Assam and the Government of India.• He served in various positions both in the Government of Assam and the Government of India.• On 31st May 2015, Shri Pipersenia took over as the Chief Secretary, Assam.• In October 2018, the Government of Assam appointed Shri Pipersenia as the Chairman of Assam Power Distribution Company Ltd, Assam Electricity Grid Company Ltd, and Assam Power Generation Corporation Ltd
Nature of expertise in specific functional areas	
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	1
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the Board of Directors vide resolution by circulation dated:18/05/2022
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors is subject to identification by the Independent Directors Bata Bank he possesses the requisite skills.

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Shri. Rajat Sachar, IES(Retired)

Age	61 Years
Date of first appointment on Board	26.05.2022
Qualification	Masters in Economics from Delhi School of Economics, University of Delhi National Security and Strategic Studies Course at the National Defence College
Brief Resume including experience	<ul style="list-style-type: none">• Ministry of Shipping (Dec 2015 - Till date) : As Senior Economic Adviser• Department of Economic Affairs, Ministry of Finance (Aug 2014 -Dec2015) - As Adviser• Department of Financial Services, Ministry of Finance (Jan 2012 –Aug 2014):• Department of Commerce (Aug 2010 - Jan 2012): Additional Economic Adviser• Planning Commission (Jan 2003-Aug 2010): As Director• Ministry of Defence (Feb 1997 -Jan 2003): As Deputy Secretary (Training) and Director (Ordnance)• Ministry of Labour (April 1987 – Feb 1997): As Assistant Director and Deputy Director
Nature of expertise in specific functional areas	
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	0
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the Board of Directors vide resolution by circulation dated:18/05/2022
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors is subject to identification by the Independent Directors Bata Bank he possesses the requisite skills.



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Shri Arun Kumar Gupta

Age	66 Years
Date of first appointment on Board	04.07.2022
Qualification	Marine Engineering, Marine Engineering College, Mumbai. Post Graduate diploma in Shipping management, Mumbai.
Brief Resume including experience	<ul style="list-style-type: none">• He was the Chairman & Managing Director of the Shipping Corporation of India Ltd. (SCI) on from 28th January, 2014 till 31st December 2015. Prior becoming C&MD, he was functioning as Director (Technical & Offshore Services) since October, 2010. He was also entrusted with the additional responsibilities of Director (Technical & Offshore Services) and Director (Finance) while working as CMD, SCI.• He also worked as as Managing Director Indian Ports Global Ltd, a Company formed by Government of India from 1/1/16 to 20/9/20. . IPGL is the arm of the Government to make strategic investments in Ports overseas. Mr. Gupta has made the Indian Maritime sector proud by taking over operations at Shahid Behesti port of Chabahar in December 2018. He also worked as director of IL&FS MARITIME INFRASTRUCTURE COMPANYLIMITED from 22/9/15 to 21/9/18.• Shri Gupta has about 45 years of shipping career in leading and managing challenging projects and assignments in various Divisions of Shipping Corporation of India. Mr. Gupta is a Marine Engineer from Marine Engineering College (DMET) and possesses First Class Engineer (MOTOR) Certificate of Competency from Ministry of Transport, Government of India.• Shri Gupta had earlier served Irano-Hind Shipping Co., Tehran as Director (Administration). He has been a Trustee of Kandla Port & V.O. Chidambaranar Port Trust, Tuticorin. He is a member of the Institute of Engineers (India), member of Narottam Morarjee Institute of Shipping and Fellow Member of Institute of Marine Engineers, (India). He was also the Vice President of Institute of Marine



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	Engineers (India). He has been on the Governing Council of both, Institute of Marine Engineers as well as Narottam Morarjee Institute of Shipping. In context he has chaired sessions and also presented papers in several professional forums
Nature of expertise in specific functional areas	
Other Directorships along with listed entities from which the person has resigned in the past three years.	NIL
Chairmanship/Membership of Committees in companies in which position of Director is held	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NIL
No. of equity shares held in the Company	0
No. of board meetings attended during the year	0
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the Board of Directors vide resolution by circulation dated:03/07/2022
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The qualification of Independent Directors is subject to identification by the Independent Directors Bata Bank he possesses the requisite skills.
