



DREDGING CORPORATION OF INDIA LIMITED

CIN: L29222DL1976PLC008129

Registered Office: Core-2, First Floor, "Scope Minar",
Plot No.2A & 2B, Laxminagar District Centre, Delhi- 110091

Website: www.dredge-india.com

E-mail: kalabhinetri@dcil.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014)

To,
The Members of Dredging Corporation of India Limited

NOTICE is hereby given pursuant to and in compliance with the provision of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), 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), 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, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively ("**MCA Circulars**"), in view of the same, 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 of resolution by way of Postal Ballot by voting through electronic means ("remote e-voting") only.

The explanatory statement pursuant to the provisions of 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.

SPECIAL BUSINESS

ITEM No. 1: To regularize the appointment of Shri. Unmesh Sharad Wagh (DIN: 08805348) as a Director (Promoter, Non-Executive) on the Board of the Company

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

"**RESOLVED THAT** Shri. Unmesh Sharad Wagh (DIN: 08805348), IRS, Chairman, Jawaharlal Nehru Port Authority, who was appointed as an Additional Director (Promoter, Non-Executive) of the Company by the Board of Directors pursuant to the provisions of Section 161 (1) 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, for the time being in force), and as per the provisions of Article 71 of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the consent of shareholders of the Company be and is hereby accorded to appoint Shri Unmesh Sharad Wagh as a Director of the Company, whose office shall be liable to retire by rotation."

By Order of the Board of Directors
-Sd-

(P. Chandra Kalabhinetri)
Company Secretary

Place: Visakhapatnam
Date: 15-03-2024

NOTES & INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions of the Act, setting out material facts and reasons in relation to the proposed special business is annexed hereto.
2. In compliance with the General Circular No. 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, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to the Directors, Auditors, Secretarial Auditor, Debenture Trustees of the Company, if any, and 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 08th March, 2024 “the cut-off date”, which will be considered for the purposes of e-voting.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 08th March, 2024 to 15th March, 2024 (both days inclusive). The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Alankit Assignments Private Limited having office at “Alankit House, Jhandewalan Extension, New Delhi- 110055”.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted through this Notice. The facility of casting votes by a Member using remote e-voting system as well as e-voting will be assisted by M/s. Alankit Assignments Limited. The facility of casting votes by a member using remote e-voting will be provided by National Securities Depository Limited (“NSDL”).
5. In line with MCA Circulars, the Notice has also been placed on Company’s website www.dredge-india.com, websites of the Stock Exchanges i.e. BSE (www.bseindia.com), NSE (www.nseindia.com) and CSE (www.cseindia.com) respectively.
6. Further, the postal ballot being initiated in compliance with 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.
7. 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 and in the absence of Mr. Sachin Agarwal, Ms. Anjali will be the scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
8. The Company has engaged the services of National Securities Depository Limited (“NSDL”) 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 13th April, 2024, (the last day to cast vote electronically) to be eligible for being considered.
9. 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 13th April, 2024. The remote e-voting facility shall commence on Friday, 15th March, 2024 at 9.00 A.M. IST and ends on Saturday, 13th April, 2024 at 5.00 P.M. IST. 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, 08th March, 2024, (“cut-off date”) only shall be entitled to avail the facility of remote e-voting.

10. The remote e-voting module shall be disabled by the National Securities Depository Limited (“NSDL”) for voting after 5.00 P.M. IST, 13th April, 2024 and the Members will not be allowed to vote electronically beyond the said date and time.
11. After completion of the scrutiny, the Scrutinizer will submit report to the Chairman / Managing Director of the Company or any person authorized by them after verifying the votes cast through remote e-voting on or before 15th April, 2024. Accordingly, the result will be announced on or before 15th April, 2024 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.
12. Members holding shares in physical mode / dematerialized mode, who have not updated their email addresses with the Company are requested to update their email addresses by writing to our RTA at rt@alankit.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport) in support of the address of the Member.

13. Voting through Electronic means

In terms of the Circular issued by the Securities and Exchange Board of India dated December 9, 2020, on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. 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 in order to access e-Voting facility.

The remote e-Voting period:

Day, date and time of Commencement of remote e-voting	From:	9:00 A.M. IST on Friday, 15 th March, 2024
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To:	5:00 P.M. IST on Saturday, 13 th April, 2024

- i. 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.
- ii. 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.
- iii. 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.”
- iv. The details of the process and manner for remote e-Voting 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	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <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.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <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 sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company. V. On successful selection, you will be redirected to e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e.e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No.

	<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 link for e-voting, 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>

[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 .

Place: Visakhapatnam
Date: 15-03-2024

(P Chandra Kalabhinetri)
Company Secretary

ANNEXURE TO THE NOTICE

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

ITEM NO. 1: TO REGULARIZE THE APPOINTMENT OF SHRI. UNMESH SHARAD WAGH (DIN: 08805348) AS A DIRECTOR (PROMOTER, NON-EXECUTIVE) ON THE BOARD OF THE COMPANY

Shri Unmesh Sharad Wagh (DIN: 08805348), IRS (2000), has an experience of 23 years in the Indian Revenue Services. Currently, serving as the Chairman I/c. of the Jawaharlal Nehru Port Authority. 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 Bahishteer 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.

He 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.

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

Brief resume of Shri Unmesh Sharad Wagh is annexed.

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 item mentioned in the Notice:

Name	Shri Unmesh Sharad Wagh
Age	52 Years
Date of Appointment on Board	17.01.2024
Qualification	BE (Mechanical) from COEP Pune, MBA (Materials) & MBA (Finance) from University Department of Management Science (PUMBA) University.
Brief Resume including experience	He has joined in Indian Revenue Services in 2000. As an Assistant Commissioner in Central Excise and Customs, Jalgaon, Maharashtra in the year 2002 to 2004. As a Deputy Director and Additional Director, DRI Ahmedabad, he has the experience of intelligence gathering and detecting various instances of commercial fraud, detected Customs duty evasion as well as smuggling activities on various fields. He worked as Under Secretary Tax Research Unit (TRU) and Director Excise in Ministry of Finance. He also worked on deputation to Ministry of IT and Communication, Home and Coal at Delhi. He worked as Additional Commissioner CGST (Vadodara). Before joining current assignment, he was working as Commissioner, Customs (Port) Kolkata. Before joining IRS, worked as Tehsildar in Government of Maharashtra and Assistant Commandant Railway Protection Force. He has varied experience in the field of Policy formulation; intelligence gathering with regard to national security issues and taxation and legal issues.
Nature of expertise in specific functional areas	Dredging Business
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	1. City and Industrial Development Corporation of Maharashtra Limited 2. India Ports Global Limited 3. Mumbai-JNPT Port Road Company Limited 4. Vadhvan Port Project Limited 5. JNPT Antwerp Port Training And Consultancy Foundation
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Nil
No. of equity shares held in the Company	Nil
No. of board meetings attended during the year	Nil
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the Board of Directors vide Note No. DCI/CS/U.1/CIR-6-2023-24/ dated 17/01/2024
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	23 Years