



**DREDGING CORPORATION OF INDIA LTD.**

*(A Government of India Undertaking)*

**39<sup>TH</sup> ANNUAL REPORT  
2014 - 2015**

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#### **REGISTERED OFFICE**

Core: 2. 1<sup>st</sup> Floor, "SCOPE MINAR"  
Plot No. 2A & 2B,  
Laxminagar District Centre,  
Delhi - 110 092.

Phone : 011 22448528 Fax : 011 22448527

**CIN NO. L29222DL1976GOI008129**

**e-mail : sreekanth@dc.gov.in**

**Website : www.dredge-india.com**

#### **HEAD OFFICE**

"DREDGE HOUSE", Port Area,  
Visakhapatnam - 530 001.

Phone: 0891 2523250; Fax : 0891 2560581

For Hindi Version of the 39<sup>th</sup> Annual Report 2014-15  
please write/ e-mail to the Company Secretary giving  
the Folio No. / DP ID & Client ID.

#### **BOARD OF DIRECTORS, BANKERS, AUDITORS etc.**

##### **BOARD OF DIRECTORS**

Shri Rajesh Tripathi  
Chairman and Managing Director & CEO  
(from 02/02/2015)

Shri S.Charles  
Director (Finance) & CFO  
(from 26/12/2014)

Shri M S Rao  
Director (Operations & Technical)  
(from 01/06/2015)

Shri Barun Mitra  
(from 21/01/2015)

Shri B.Pooyaamozhi

Capt. D K Mohanty  
(upto 31/1/2015)

Cmde. (Retd.) P. Jayapal  
(upto 31/05/2015)

Shri M.C.Jauhari  
(upto 20/01/2015)

Shri S.Balachandran  
(upto 10/11/2014)

Shri Vinai Kumar Agarwal  
(upto 10/11/2014)

##### **GENERAL MANAGER (FINANCE)**

Shri P. P. Govindachari

##### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Shri K.Aswini Sreekanth  
sreekanth@dc.gov.in

##### **BANKERS**

Syndicate Bank  
State Bank of India  
BNP PARIBAS  
EXIM Bank  
Deutsche Bank

##### **STATUTORY AUDITORS**

M/s. TUKARAM & Co.,  
Chartered Accountants,  
# 3-6-69, Flat No. 209, Venkatarama Towers  
Opp. Talwalkars, Basheerbagh,  
Hyderabad - 500 029

##### **REGISTRARS & TRANSFER AGENT KARVY COMPUTERSHARE PRIVATE LIMITED**

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



**NOTICE**

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of the shareholders of Dredging Corporation of India Limited will be held at 10.00 a.m. on Wednesday, the 30<sup>th</sup> September, 2015 in Manekshaw Centre, Parade Road, Delhi Cantt - 110010 to transact the following business :-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance sheet as at 31st March, 2015, the Statement of Profit and Loss Account for the year ended 31st March, 2015 together with the Reports of the Auditors and Directors thereon.
2. To declare dividend @ ₹3.00/- per Equity Share of ₹10/- each for the financial year 2014-15.
3. To pass with or without modification, the following resolution as 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, Tukaram & Co., Chartered Accountants, appointed by Comptroller and Auditor General of India be and is hereby fixed at ₹3.50 lakh (rupees three lakh and fifty thousand only) plus service tax as applicable for the year 2014-2015.

**SPECIAL BUSINESS**

4. To appoint Shri S.Charles (DIN: 07063274) as Director 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, Shri S. Charles (DIN: 07063274) who was appointed as an Additional Director and designated as Director (Finance) by the Board of Directors effective from 26/12/14 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 (Finance) of the Company liable to retire by rotation.

5. To appoint Shri Barun Mitra (DIN: 07012558) as Director (Government 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, Shri Barun Mitra (DIN: 07012558) who was appointed as an Additional Director by the Board of Directors effective from 21/01/2015 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 (Government Nominee) of the Company liable to retire by rotation.

6. To appoint Shri Rajesh Tripathi (DIN: 03379442) as Chairman and Managing Director 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, Shri Rajesh Tripathi (DIN: 03379442) who was appointed as an Additional Director by the Board of Directors effective from 02/02/2015 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 Chairman and Managing Director of the Company liable to retire by rotation.

7. To appoint Shri M S Rao (DIN: 03512808) as Director (Operations and Technical) 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, Shri M S Rao (DIN: 03512808) who was appointed as an Additional Director by the Board of Directors effective from 01/06/2015 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 (Operations and Technical) of the Company liable to retire by rotation.

8. Granting Borrowing Powers under the provisions of section 180 (1) (c) of the Companies Act, 2013:

To consider and if thought fit to pass with or without modifications (s) the following resolution as special resolution:

**RESOLVED THAT** in supersession of the earlier resolution passed at the 36<sup>th</sup> Annual General Meeting held on 28/09/2012 by the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall be deemed to include any Committee/s thereof) for borrowing any sum or sums of money from time to time from any one or more of the Company’s bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions, whether in India or abroad and by issue of any instrument or otherwise as the Board may deem fit, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge on the Company’s assets, licences and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in progress and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves,



## DREDGING CORPORATION OF INDIA LIMITED - A Mini Ratna Company

so that the total amount upto which the moneys may be borrowed by the Board and outstanding at any time shall not exceed the sum of ₹2,500 (Rupees two thousand and five hundred Crores only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or the Chairman and Managing Director or any Director or any other Officer(s) of the Company to give effect to this resolution.

**RESOLVED FURTHER THAT** all borrowings made by the Company under section 293(1)(d) of the Companies Act, 1956, be and are hereby ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts deeds and things to execute all documents and writings as may be necessary, proper, desirable or expedient to effect to this resolution.

9. Granting power under section 180(1)(a) of the Companies Act, 2013 to the Board or a Committee thereof to mortgage and/or create charge on the movable and immovable properties of the Company both present and future, in respect of borrowings:

To consider and if thought fit to pass with or without modifications (s) the following resolution as special resolution:

**RESOLVED THAT** in supersession of the earlier resolution passed at the 36th Annual General Meeting held on 28/09/2012 by the Members of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall be deemed to include any Committee/s thereof) to mortgage and/or create charge in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s) and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and convertible/non-convertible securities (including fully/partly convertible debentures and/or nonconvertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company upto the limit approved by the Members under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or other Agreements or any other document entered into/to be entered into between the Company and the lender(s)/investor(s)/agent(s) and/or trustee(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s) and/or trustee(s);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or the Chairman and Managing Director or any Director or any other Officer(s) of the Company to give effect to this resolution.

**RESOLVED FURTHER THAT**, all the charges created on the movable and immovable properties of the Company, till date be and are hereby ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders the requisite agreement, documents, deeds and writings for borrowing and/or creating the aforesaid mortgage(s) and/or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolutions.

By Order of the Board of Directors

sd/-

(K.Aswini Sreekanth)  
Company Secretary

Place : Visakhapatnam  
Dated : 27/08/2015

### NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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 per cent 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.

- 2 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 is annexed hereto.
- 3 Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled and signed along with copy of Annual Report to the meeting.



- 4 The Annual Report duly circulated to the members of the Company, is also available on the Company's Website at [www.dredge-india.com](http://www.dredge-india.com).
- 5 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. and 12:30 p.m. up to the date of the Annual General Meeting.
- 6 The Register of members and Share Transfer Books of the Company will remain closed from Thursday 24<sup>th</sup> September, 2015 to Wednesday 30<sup>th</sup> September 2015 (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 Wednesday, the 23<sup>rd</sup> September, 2015.
- 7 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](mailto:einward.ris@karvy.com)
- 8 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.
- 9 Members may send their requests for 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
  - 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 & 205C of the Companies Act, 1956, the Company has transferred all unpaid dividend declared upto the financial year 2006-07 to Investor Education & Protection Fund (IEPF) established by the Central Government. Upon completion of 7 years, the Company would transfer the unclaimed / unpaid dividend for the financial year 2007-08 in October, 2015. The dividend for the financial year 2008-09 and thereafter, which remains unpaid or unclaimed for a period of 7 years would be transferred to the IEPF on respective due dates. The members, who have not encashed their dividend warrant so far, for the financial years 2007-08 to 2013-14 may write to the RTA, M/s. Karvy Computershare Private Limited, Hyderabad or at the registered office of the Company for claiming the unpaid dividend.
- 13 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.
- 14 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 Wednesday, the 23<sup>rd</sup> September, 2015.
- 15 Facility for E-Voting
  - (1) 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.
  - (2) 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 mentioned below). 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.
  - 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: sgsdel@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 become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 23<sup>rd</sup> September, 2015, may write to the Karvy on the email Id: varghese1@karvy.com or to Mr P. A. Varghese, Contact No. 040-33215424, at [Unit: Name of the Company] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, 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 below.**
  - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. The remote e-voting period commences on **Saturday, the 24<sup>th</sup> September, 2015 at 09:30 A.M. and ends on Tuesday, the 29<sup>th</sup> September, 2015, 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 **Wednesday, 23<sup>rd</sup> September, 2015**, 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 **Wednesday, 23<sup>rd</sup> September, 2015**.
- F. The Company has appointed Shri D.P.Gupta of SGS Associates, Practicing Company Secretary (Membership No.- F2411) 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 three 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 3 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](http://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.
- 16 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.

**STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 4 –**

**Shri S.Charles** (DIN: 07063274), aged 54 years (DOB :13/04/1961) was appointed as Director (Finance) of the Company vide Ministry Letter No. SS-28012/02/2013-DCI dt. 22/12/2014. He took charge on 26/12/14. Pursuant to the Articles of Association 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.

He holds a degree in Bachelors of Science and is a Member of both Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He is also a Member of Institute of Chartered Ship Broker (London).

He initially worked with M/s. PEEKAY Consultants, Chennai handling the job of preparation of project reports for their clients, besides handling internal audit work of their corporate clients. Prior to joining DCI, he worked as Vice President in M/s. Shipping Corporation of India Ltd., Mumbai handling multifarious portfolios in Finance, Accounts, Audit, Taxation, HR & Administration.

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

The terms and conditions regulating his appointment is determined by Government of India.

He does not hold any shares in the Company. He is not a Director in any other Company and consequently not a Member of any committee of Directors in any other Company.

Shri S Charles 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. 5 –**

**Shri Barun Mitra** (DIN: 07012558) aged 53 years (DOB : 06/03/1962) was appointed as Part-time official Director (Government Nominee director) of the Company vide Ministry Letter No. SS-28012/01/2015-DCI dt. 20/01/15. He took charge on 21/01/15. Pursuant to the Articles of Association 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.

He is a Master of Arts (History) from St. Stephen's College, Delhi and holds LL.B from Delhi University. He is from Indian Administrative Service and is presently serving as Joint Secretary (Shipping), Ministry of Shipping. Prior to this he served in various senior level posts in Government of Manipur and Secretariat of President of India.

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

The terms and conditions regulating his appointment is determined by Government of India.

He does not hold any shares in the Company. He is a Director (Government Nominee) in Shipping Corporation of India Ltd. He is not a Member of any committee of Directors in any other Company.

Shri Barun Mitra 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 Rajesh Tripathi** (DIN: 03379442) aged 54 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 Articles of Association 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.

Shri Rajesh Tripathi is 1982 batch Indian Railways Services Engineering (IRSE) Officer. He holds Master degree – M.Tech (Structures) and Post Graduate Diploma in Business Management. He joined Indian Railways in 1984 and held several prestigious



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posts including Project Director of IRCON, Malaysia Railway Project and Chief Engineer of Jammu Kashmir Railway Project. He also worked as Director (Way and Works) in Konkan Railway Corporation.

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

The terms and conditions regulating his appointment is determined by Government of India.

He does not hold any shares in the Company. He is representing Dredging Corporation of India Limited as Director in Sethusamudram Corporation Limited and INSA (Indian National Ship owners Association). He is not a Member of any committee of Directors in any other Company.

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.

### **Item No. 7 –**

Shri M.S. Rao (DIN: 03512808) aged 51 years (DOB: 04/05/1955) was appointed as Director (Operations & Technical) of the Company vide Ministry Letter No. SS-28012/03/2014-DCI dt. 08/05/15. He took charge on 01/06/15. Pursuant to the Articles of Association 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.

He holds a bachelor's degree in Technology (Civil Engineering) from Regional Engineering College, Warangal and also hold a Degree in Masters of Business Administration from Andhra University, Visakhapatnam. Prior to joining DCI, he has worked as Assistant General Manager with SIDBI and NABARD as Banks Engineer at Mumbai and Lucknow. He is having vast experience of about 25 years in the field of Dredging (Operations, Marketing, Contracts, Project Engineering, etc.) and in other major Civil Engineering projects. He worked in DCI in various capacities as Head of Operations Department, Head of Marketing Department, Project Engineering Department, Human Resources Department prior to his appointment as Director (Operations and Technical)

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

The terms and conditions regulating his appointment is determined by Government of India.

He does not hold any shares in the Company. He is not a Director in any other Company and consequently not a Member of any committee of Directors in any other Company.

Shri M S Rao 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. 8**

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, in excess of the paid up capital and free reserves of the Company.

The shareholders of the Company in the 36th AGM held on 28/9/2012 has accorded their consent to the Board of Directors for borrowing upto ₹250000 Lakh and also for creation of charge/ provide security for the sums borrowed.

As on 31st March, 2015, the aggregate of paid-up capital and free reserves of the company is ₹123430 Lakh. The total loan funds as on 31/3/15 is ₹103865 lakh. It is proposed to pass an enabling resolution to maintain the borrowing limits at the same level earlier approved by shareholders i.e. ₹250000 lakh in order to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹250000 lakh or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, under the aegis of section 180(1)(c) of the Act. For this purpose, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution. It is also proposed to ratify under section 180(1)(c) of the Act, the existing borrowings made by the Company.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the above Resolution.

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

### **Item No. 9:**

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180 (1) (a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is





## **DREDGING CORPORATION OF INDIA LIMITED - A Mini Ratna Company**

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necessary to obtain fresh enabling approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders, to secure the repayment of monies borrowed by the Company. Standard market terms of long term debt finance include conditions whereby lenders in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations etc. in respect of borrowings upto ₹2,500Crores.

The Board recommends the Resolution at Item No. 9 of the Notice for approval of the shareholders by a Special Resolution. It is also proposed to ratify under section 180(1)(a) of the Act, the existing charges created by DCI.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the above Resolution.

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

**By Order of the Board of Directors**

**sd/-**

**Place : Visakhapatnam**

**(K.Aswini Sreekanth)**

**Dated : 27/08/2015**

**Company Secretary**

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**DIRECTORS' REPORT FOR THE YEAR 2014-15**

Your Directors have pleasure in presenting this 39<sup>th</sup> Annual Report together with the audited accounts of the Company for the year ended 31<sup>st</sup> March, 2015.

**FINANCIAL RESULTS**

The Profit after tax of the Company increased to ₹6240.84 lakh for the year as compared to ₹3754.67 lakh for the previous year i.e a rise of 66%

The Company's earning per share also increased to ₹22.29 for 2014-15 as compared to ₹13.41 for 2013-14.

The operational income of the Company is ₹73496.05 lakh as compared to ₹77040.86 lakh for the previous year. The other income is ₹883.25 lakh as compared to ₹229.41 lakh for the previous year. The total income for the year is ₹74379.30 lakh as compared to ₹77270.27 lakh for the previous year.

**DIVIDEND**

Keeping in view the financial performance of the Company and other relevant considerations, your Directors have recommended payment of dividend @30% on the paid up capital of the company i.e ₹3 per equity share amounting to ₹840 lakh for the year 2014-15. A sum of ₹620.00 lakh has been transferred to General Reserves during the year ended 31/03/2015.

**CAPACITY UTILISATION**

The capacity utilisation in number of days and quantity dredged as against the targets during the year is as under:-

	Target	Actual	% Utilisation
No.of Days	3080	3138	102%
Quantity (Mln. Cu.M)	67	65	97%

**CAPACITY ADDITIONS**

In continuation of the steps taken for capacity augmentation, the Company has proposals to purchase two more higher capacity dredgers in 12<sup>th</sup> Plan 2012-17. The Company is also planning to take up refurbishment of the existing aged Dredgers so as to enhance their life as well as their efficiency. The Company is also planning to take up refurbishment of the existing aged Dredgers so as to enhance their life as well as their efficiency.

The Company is sure that with the ongoing capacity augmentation, the performance will continue to improve over the years to come.

**DCI FLEET**

The Company has, 12 Trailer Suction Hopper Dredgers (TSHDs), 3 Cutter Suction Dredgers (CSDs) and one Back Hoe Dredger apart from other ancillary crafts. The dredger wise particulars as on date are as under: -

Craft	Year of Built	Hopper Capacity (Cu.M)	Pumping Capacity (Cu.M/hr)
<b>Trailer Suction Hopper Dredger (TSHD)</b>			
DCI Dredge VI	1975	3770	-
DCI Dredge VIII	1977	6500	-
DCI Dredge IX	1984	4500	-
DCI Dredge XI	1986	4500	-
DCI Dredge XII	1990	4500	-
DCI Dredge XIV	1991	4500	-
DCI Dredge XV	1999	7400	-
DCI Dredge XVI	2000	7400	-
DCI Dredge XVII	2001	7400	-
DCI Dredge XIX	2012	5500	-
DCI Dredge XX	2013	5500	-
DCI Dredge XXI	2014	5500	-
<b>Cutter Suction Hopper Dredger (CSD)</b>			
DCI Dredge VII	1976	-	1000
DCI Dredge Aquarius	1977	-	2000
DCI Dredge-XVIII	2009	-	2000
<b>Back Hoe Dredger</b>			
DCI Dredge-BH1	2011	-	-

**DREDGING OPERATIONS**

The Company is catering to the dredging requirements of the Haldia/ Kolkata Port for the past thirty years. The Company also caters to the maintenance dredging requirements of other major ports/ India Navy etc. The Company is taking up capital dredging assignments depending on the availability of the vessels and other logistic requirements.

During the year under review, maintenance dredging contracts were executed for Kolkata Port, Haldia, Kandla, Cochin Port Trust, Ernakulam, RGPPL-Dabhol and NST and its approaches of VPT. Capital Dredging Contracts were executed at Kandla Port, Kamarajar Port and Visakhapatnam Port.

The above works were executed either under the existing contracts or renewal of the contracts entered into with the Ports etc., during the previous years or new contracts entered into during the year.