

#### DREDGING CORPORATION OF INDIA LIMITED

CIN No. L29222DL1976GOI008129 GST NO. 37AAACD6021B1ZB Head Office: "DREDGE HOUSE" Port Area, Visakhapatnam-530001 Phone: 0891 2523250, Fax: 0891 2560581/ 2565920, Website: www.dredge-india.com





Regd. Office: Core-2, First Floor, Scope Minar, Laxminagar District Centre, Delhi - 110092

#### DCI/CS/SE/2019/

#### 08/08/2019

The Secretary.	Code : 523618	022 - 2272 2041,
The Stock Exchange, Mumbai		2037, 3719, 2039,
1st Floor, New Trading Ring,		2061/2272 1072
Rotunda Building,		
Phiroze, Jeejeebhoy Towers		
Dalal Street, Fort, Mumbai -400001		
The Secretary	Symbol	022 - 26598237 / 38
The National Stock Exchange of India Ltd.	DREDGECORP	
5 <sup>th</sup> Floor, Exchange Plaza, Bandra (E)		
Mumbai – 400051		
The Secretary		033 - 22104492/
The Calcutta Stock Exchange Assn. Ltd.		22104500
7, Lyons Range, Kolkata - 700001		

#### Dear Sir,

Sub:

Disclosure of Voting results of the 43<sup>rd</sup> Annual General Meeting of the Company held on 08/08/2019 as per the requirements of Regulation 44 (3) of SEBI (LODR) Regulations, 2015

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the company had provided remote e-voting facility to the members entitled to cast their vote at the 43rd Annual General Meeting of the Company held on 08/08/2019 at 1100 hrs. The remote e-voting process was carried out by the Company from 9.30 AM on 05/08/2019 to 5.00 PM on 07/08/2019 with cut off date for determining the shareholders being 01/08/2019. The consolidated voting results in the prescribed format as per Regulation 44 (3) of the SEBI (LODR) Regulations, 2015 and consolidated report of the scrutinizer dated 08/08/2019 are enclosed herewith. Based on the consolidated report of the scrutinizer, the following resolutions have been duly approved by the shareholders with the requisite majority.

No.	Description of Resolution
1	Adoption of s:atement of Profit and Loss, Balance sheet, Report of Directors and Auditors for the financial year ended 31st March, 2019
2	Declaration of dividend @Rs 3 00/- per Equity share of Rs 10/- each for the financial year 2018-19
3	Fixation of remuneration of Statutory Auditor.
4	To appoint Shri Rajesh Tripathi (DtN. 03379442) as Managing Director of the Company.
5	To appoint Shri Rinkesh Roy (DIN: 07404080) as Director and Chairman of the Company.
6	To appoint Shri Sanjay Jagdish Chandra Sethi (DIN: 02235406) as Director of the Company.
7	To appoint Shri Sanjay Kumar Mehta (DIN 06912891) as Director of the Comoany.
8	To appoint Shri Anoop Kumar Sharma (DIN: 03531392) as Independent Director of the Company
9	To appoint Shri Balachandran Srinivasan (DIN: 01962996) as Independent Director of the Company
10	To appoint Shri Kartik subramaniam (DIN: 01957227) as Independent Director of the Company.
11	To appoint Shri Bhuvaragan Poiyaamozhi (DIN: 06564735) as Independent Director of the Company.



#### DREDGING CORPORATION OF INDIA LIMITED



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Website: www.dredge-india.com
Regd. Office: Core-2, First Floor, Scope Minar, Laxminagar District Centre, Delhi – 110092

12	To approve related party transactions entered into or to be entered into by the Company during the financial year 2019-20.
13	To approve and adopt amendment To Memorandum Of Association.
14	To approve and adopt New Articles Of Association.

Please take the same on record.

Thanking You,

Yours faithfully, For Dredging Corporation of India Limited

(K.Aswini Sreekanth) Company Secretary



D-427, 2<sup>nd</sup> Floor, Palam Extn., Ramphal Chowk, Sector 7, Dwarka, New Delhi-110075 Email Id: <u>sachinag1981@gmail.com</u> Phone: 011–45052182; Mobile: 9811549887

#### CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and Rule 20 (3) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015)

To,
The Chairman,
Dredging Corporation of India Limited,
Core-2, Ground Floor, Scope Minar,
Plot No.2A & 2B, Laxmi Nagar District Centre
Delhi- 110092.

Reg.: 43<sup>rd</sup> Annual General Meeting of the members of Dredging Corporation of India Limited held on Thursday, 08<sup>th</sup> Day of August, 2019 at Conference hall, Core-2, Ground Floor, Scope Minar, Plot No.2A & 2B, Laxminagar District Centre, Delhi – 110092.

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and poll process conducted pursuant to the provisions of SEBI (LODR) Regulations, 2015 and Section 108 of Companies Act 2013 ("the Act") read with Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2<sup>nd</sup> Floor, Ramphal Chowk, Palam Extn, Sector 7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of Dredging Corporation of India Limited (the Company) having it's registered office at Core-2, 1<sup>st</sup> Floor; Scope Minar, Plot No.2A & 2B. Laxmi Nagar District Centre. Delhi– 110092 vide resolution dated 30<sup>th</sup> May, 2019 pursuant to the provisions of SEBI (LODR) Regulations, 2015 and Section 108 of Companies Act 2013 read with Rule 20 & 21 of Companies (Management & Administration) Amendment Rules, 2015 to conduct the remote e- voting process and to scrutinize physical poll process by the Shareholders in respect of the below mentioned resolutions passed at 43<sup>rd</sup> Annual General Meeting of the Company held on 08<sup>th</sup> Day of August, 2019

The notice dated 05<sup>th</sup> July, 2019 convening 43<sup>rd</sup> Annual General Meeting of the Company was sent to the Shareholders.

The Company has provided the voting through electronics means (remote e- voting) facility offered by Karvy Fintech Private Limited, for conducting remote e- voting by the shareholders of the

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er: DL10E0008584

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Company. The shareholders of the Company holding shares as on the "Cut – Off" date i.e. 1st August, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 14 in the notice convening of 43<sup>rd</sup> Annual General Meeting of the Company.

The voting period for remote e- Voting commenced on Monday, 05<sup>th</sup> August 2019 at 09.30 am and ended on Wednesday, 07<sup>th</sup> August 2019 at 5.00 pm and the remote e-Voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting held on 08.08.2018, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Thursday, 08<sup>th</sup> Day of August, 2019 in the presence of Ms. Karishma Singh and Ms. Anuradha Jain, who are not in employment of the Company.

(Ms. Karishma Singh)

(Ms Poonam)

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the M/s Karvy Fintech Private Limited remote evoting plateform and the ballot papers received & verified by RTA, respectively.

Based on the result made available to us, 92 members have casted their vote on the e-voting platform and 65 members have casted their vote physically through poll papers. I hereby annex the Consolidated Voting results pursuant to Rule (20)(4)(xii) of (Companies Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records of remote e-voting and ballots will remain in my safe custody untill the Chairman considers, approves and signs the minutes of the 43<sup>rd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For Agarwal S. & Associates, Company Secretaries,

CS Sachin Agarwal Scrutinizer

FCS 5774 CP 5910

Date: 08.08.2019 Place: New Delhi

Item No.	1
Subject Matter of resolution	Subject To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the resolution
Type of Resolution	Ordinary

Number   N	Dartirilare	Donner						
Number         Votes         Number         Votes         Number         Votes         Number         Votes           1         22393116         65         319         155         22393435         1           1         6975         0         0         1         6975           91         22393121         65         319         166         36975	c de la companya de l	vemore e	-votes	Voting at A	aGM	Tota	le	Percentage
90   22393116   65   319   155   22393435   1		Number	Votes	Mimber	Varian			%
90         22393116         65         319         155         22393435         1           1         6975         0         0         1         5           91         22393121         65         319         155         22393435         1				indiline.	votes	Number	Votes	
1 6975 0 0 1 5 6975 150 0 0 1 22393435 11 6975 0 0 0 1 1 6975 10 0 0 1 1 6975 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Assent	06	22393116	65	210	100	1	
1 6975 0 0 1 5 1 22393121 65 319 1EC 320020	Discourt.				CTC	155	22393435	100 001
91 22393121 65 319 1EC 6975	Dissent	1	5	C	C			20:001
91 22393121 65 319 156	Abetain				0	7	2	000
91 22393121 65 319 155	ADSLAIT	T	6975	0	C	1	ur co	
31 156 2393121 65	Lotol	***				T	5/69.	
	Orgi	31	22393121	9	319	156	0110000	

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries



CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08.08.2019 Place: New Delhi

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Item No.	2
Subject Matter of resolution	Subject  To consider and declare dividend on equity shares for the financial year ended March 31, 2019.  To consider and declare dividend on equity shares for the financial year ended March 31, 2019.
Type of Resolution	Ordinary

Particulars	Remote e-votes	vates	Voting at AGM	AGM	Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	26	22400096	9	319	157	22400415	100.00
Dissent	0	0	0	0	0	0	0.00
Abstain	0	0	0	0	0	0	
Total	92	22400096	9	319	157	22400415	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries

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CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08.08.2019 Place: New Delhi

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Item No.	3
Subject Matter of resolution	Subject Matter of To approve remuneration of Statutory Auditor. resolution
Type of Resolution	Ordinary

Particulars	Remote e-votes	votes	Voting at AGM	igM igM	Total	_	Percentage
	Number	Votes	Number	Votes	Number	Votes	%
Assent	88	22400052	99	319	153	22400371	100.00
Dissent	c	34	0	0	m	34	00:00
Abstain	м	10	0	0	1	10	
Total	91	22400086	69	319	156	22400405	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries

CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date 08.08.2019 Place New Delhi



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_		
4	Subject Matter of To appoint Shri Rajesh Tripathi (DIN: 03379442) as Managing Director of the Company. resolution	Ordinary
Item No.	Subject Matter of resolution	Type of Resolution

Particulars	Remote e-votes	-votes	Voting at AGM	AGM	Total	m	Percentage %
	Mimber	Votes	Number	Votes	Number	Votes	
+00000	87	22397928	65	319	152	22398247	99.99
Assem	ò		C	c	A	2158	0.01
Dissent	4	8512	0	>			
Abetain		10	0	0	1	10	
Total	91	22400086	65	319	156	22400405	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated July 05, 2019 has been passed with requisite majority.

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For Agarwal S. & Associates Company Secretories



CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08.08.2019 Place: New Delhi



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Item No.	S
Subject Matter of resolution	ubject To appoint Shri Rinkesh Roy (DIN: 07404080) as Director and Chairman of the Company.  ssolution
Type of Resolution	Ordinary

Particulars	Remote e-votes	-votes	Voting at AGM	IGM	Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	83	11866502	9	319	148	11866821	99.65
Dissent	9	41773	0	0	9	41773	0.35
Abstain	m	10491821	0	0	3	10491821	
Total	68	11908275	65	319	154	11908594	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 5 of the Notice dated July 05, 2019 has been passed with requisite majority

For Agarwal S. & Associates Company Secretaries

CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08.08.2019 Place: New Delhi

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Item No.	9
Subject Matter of resolution	Subject Matter of To appoint Shri Sanjay Jagdishchandra Sethi (DIN: 02235406) as Director of the Company. resolution
Type of Resolution	Ordinary

Particulars	Remote e-votes	-votes	Voting at AGM	AGM	Total	_	Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	85	17357826	65	319	150	17358145	66.66
Dissent	5	2159	0	0	5	2159	0.01
Abstain	2	5040111	0	0	2	5040111	
Total	06	17359985	99	319	155	17360304	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 6 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretories



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CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08:08:2019 Place: New Delhi



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Item No.	7
Subject Matter of resolution	To appoint Shri Sanjay Kumar Mehta (DIN: 06912891) as Director of the Company.
Type of Resolution	Ordinary

Particulars	Remote e-votes	-votes	Voting at AGM	юW	Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Account	250	17357826	65	319	150	17358145	99.99
Dissent	5	2159	0	0	5	2159	0.01
Ahetain	2	5040111	0	0	2	5040111	
Total	06	17359985	65	319	155	17360304	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 7 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretories



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Date >> 08.2019 Place Seew Delhi

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Item No. 8	8
Subject Matter of resolution	To appoint Shri Anoop Kumar Sharma (DIN: 03531392) as Independent Director of the Company.
Type of Resolution	Ordinary

Particulars	Remote e-votes	votes	Voting at AGM	MBM	Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	98	22394224	9	319	151	22394543	76.66
Dissent	5	2862	0	0	5	5862	0.03
Abstain	1	10	0	0	1	10	
Total	91	22400086	65	319	156	22400405	100 00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 8 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries



CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08.08.2019 Place: New Delhi

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Item No.	6	
Subject Matter of resolution	Subject Matter of To appoint Shri Balachandran Srinivasan (DIN: 01962996) as Director of the Company. resolution	
Type of Resolution	Special	

Particulars	Remote e-votes	-votes	Voting at AGM	4GM	Total	_	Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	98	22354611	99	319	151	22354930	99.80
Dissent	S	45475	0	0	5	45475	0.20
Abstain		10	0	0	1	10	
Total	91	22400086	9	319	156	22400405	100.00

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 9 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Compuny Secretaries



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Item No.	10	
Subject Matter of resolution	Subject  Matter of To appoint Shri Kartik Subramaniam (DIN: 01957227) as Director of the Company.  resolution	
Type of Resolution	Ordinary	

Particulars	Remote e-votes	e-votes	Voting at AGM	NBN	Total	_	Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	87	22394225	65	319	152	22394544	76.99
Dissent	4	5861	0	0	4	5861	0.03
Abstain	1	10	0	0	1	10	
Total	91	22400086	65	319	156	22400405	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 10 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries



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Date: 08.08.2019 Place: New Delhi



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Item No.	11
Subject Matter of resolution	ubject To appoint Shri Bhuvaragan Poiyaamozhi (DIN: 06564735) as Director of the Company. esolution
Type of Resolution	Ordinary

Particulars	Remote e-votes	votes	Voting at AGM	MBM	Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	88	22400052	69	319	153	22400371	100.00
Dissent		34	0	0	E	34	00.00
Abstain	1	10	0	0	1	10	
Total	16	22400086	69	319	156	22400405	100.00

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 11 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries

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CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08:08.2019 Place: New Delhi

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Item No. 12	12
Subject Matter of	Subject  To approve related party transactions entered into or to be entered into by the Company during the financial year 2019-20.
resolution	
Type of Resolution	Ordinary

Particulars	Remote e-votes	-votes	Voting at AGM	N9N	Total		Percentage %
	Misselfore	Votos	Number	Votes	Number	Votes	
	lagillan	2000		ı	11.1	100001	02.20
******	76	1746368	65	319	141	1/4668/	95.53
Assent	2				**	20000	4.47
	11	81705	0	0	11	81705	17.7
Dissent	77	1			ı	CCCCCTCC	
41	U	20572023	0	0	2	203/2023	
Abstain	7	2002 1002				COCOCO.	0000
Takel	87	1828073	9	319	152	1828332	100.00
	110		The second secon				

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 12 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretories

CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08.08.2019 Place: New Delhi

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Item No. 13	13
Subject Matter of resolution	Subject Matter of To approve and adopt amendment to Memorandum of Association. resolution
Type of Resolution	Special

Particulars	Remote e-votes	-votes	Voting at AGM	W9	Iotal		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	88	22400062	99	319	154	22400381	100.00
Dissent	m	34	0	0	3	34	0.00
Abstain	0	0	0	0	0	0	
Total	92	22400096	99	319	157	22400415	100.00

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No. 13 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretaries



CS Sachin Agarwal Scrutinizer FCS 5774 CP 5910

Date: 08.08.2019 Place: New Delhi

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prove and adopt New Articles of Association.	prove and adopt New Articles of Association.	prove and adopt New Articles of Association.
To approve and adopt New Articles of Association.	o approve and adopt New Articles of Association.	o approve and adopt New Articles of Association.
Matter of To approve and adopt New Articles of Association.	o approve and adopt New Articles of Association.	To approve and adopt New Articles of Association.

Number   Number   Votes   Number   Votes   Number   Number   Votes   Number   Seent   Seent	Daniel Land							
Votes         Number         Votes         Number         Votes         Number         Notes         Notes         Number         N	rariiculars	Kemote e	-votes	Voting at A	W9'	Tota	=	Percentage
89         22400062         65         319         154         22400381           3         34         0         0         3         34           0         0         0         0         0         0           92         2240096         65         349         157         2240034		Number	Votes	Number	Votes	Number	Votos	20
3   34   0   0   3   34   0   0   0   0   0   0   0   0   0	Assent	000	22400062	22	210	474	200000	
3 34 0 0 3 3 34 0 0 0 0 0 0 0 0 92 2240096 65 349 157 22400415			1	20	070	124	22400381	
sin 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	ussent	m	34	0	0	Cr.	24	
92 22400096 65 319 157 2240048	bstain	0	0	10	0	10		
	otal	92	22400096	69	319	157	22400455	100.00

Based on the almesaid results, I report that the Special Resolution as contained in the Item No. 14 of the Notice dated July 05, 2019 has been passed with requisite majority.

For Agarwal S. & Associates Company Secretories

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Date: 08,08 Ac. Place: New Defe

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