



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") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force 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, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, ("**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 approve Material Related Party Transaction with Visakhapatnam Port Authority.

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), Rules made there under and Related Party Transactions Policy of the Company and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to the Company to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with the

related party (Promoter) i.e. Visakhapatnam Port Authority for a period of 1 year commencing from April 01, 2026 i.e. for **Financial Year 2026-27** for (a) purchase or supply of goods or business assets or property or equipment; (b) availing or rendering of services; (c) transfer or exchange of any resources, services or obligations to meet the Company's business objectives/ requirements; (d) any other transaction not covered above, aggregating up to an amount not exceeding **₹300 crores**, on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the "Board", which term shall include any of the Committees thereof being authorised in this behalf) of the Company, in its absolute discretion, provided that Related Party Transactions shall be at the arm's length basis and in the ordinary course of business.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board and the Audit Committee of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

FURTHER RESOLVED THAT the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

ITEM No. 2: To approve Material Related Party Transaction with Paradip Port Authority

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), Rules made there under and Related Party Transactions Policy of the Company and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to the Company to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with the related party (Promoter) i.e. Paradip Port Authority for a period of 1 year commencing from April 01, 2026 i.e. for **Financial Year 2026-27** for (a) purchase or supply of goods or business assets or property or equipment; (b) availing or rendering of services; (c) transfer or exchange of any resources, services or obligations to meet the Company's business objectives/ requirements; (d) any other transaction not covered above, aggregating up to an amount not exceeding **₹500 crores**, on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the "Board", which term shall include any of the Committees

thereof being authorised in this behalf) of the Company, in its absolute discretion, provided that Related Party Transactions shall be at the arm's length basis and in the ordinary course of business.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board and the Audit Committee of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

FURTHER RESOLVED THAT the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

ITEM No. 3: To approve Material Related Party Transaction with Jawaharlal Nehru Port Authority

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), Rules made there under and Related Party Transactions Policy of the Company and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to the Company to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with the related party (Promoter) i.e. Jawaharlal Nehru Port Authority for a period of 1 year commencing from April 01, 2026 i.e. for **Financial Year 2026-27** for (a) purchase or supply of goods or business assets or property or equipment; (b) availing or rendering of services; (c) transfer or exchange of any resources, services or obligations to meet the Company's business objectives/ requirements; (d) any other transaction not covered above, aggregating up to an amount not exceeding **₹600 crores**, on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the Committees thereof being authorised in this behalf) of the Company, in its absolute discretion, provided that Related Party Transactions shall be at the arm's length basis and in the ordinary course of business.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board and the Audit Committee of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it

may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

FURTHER RESOLVED THAT the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

ITEM No. 4: To approve Material Related Party Transaction with Deendayal Port Authority

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), Rules made there under and Related Party Transactions Policy of the Company and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to the Company to enter into and/or continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with the related party (Promoter) i.e. Deendayal Port Authority for a period of 1 year commencing from April 01, 2026 i.e. for **Financial Year 2026-27** for (a) purchase or supply of goods or business assets or property or equipment; (b) availing or rendering of services; (c) transfer or exchange of any resources, services or obligations to meet the Company’s business objectives/ requirements; (d) any other transaction not covered above, aggregating up to an amount not exceeding **₹500 crores**, on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the “Board”, which term shall include any of the Committees thereof being authorised in this behalf) of the Company, in its absolute discretion, provided that Related Party Transactions shall be at the arm’s length basis and in the ordinary course of business.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board and the Audit Committee of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and all actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.

FURTHER RESOLVED THAT the Board of Directors and the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

ITEM No. 5: To approve Alteration of Capital Clause of the Memorandum of Association of the Company

To consider and if thought fit to pass with or without modification(s), the following resolution for increase in Authorised Share Capital of the Company as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time] and in accordance with the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 30,00,00,000 (Rupees Thirty Crore only) divided into 3,00,00,000 Equity Shares of ₹ 10 each to ₹ 60,00,00,000 (Rupees Sixty Crore only) divided into 6,00,00,000 Equity Shares of ₹ 10 each by creation of additional 3,00,00,000 Equity Shares of ₹ 10 each ranking pari passu in all respects with the existing Equity Shares of the Company.

FURTHER RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V (Capital Clause) of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new Clause V:

“V. The Share Capital of the Company is ₹ 60,00,00,000 (Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹ 10 (Rupees Ten Only) each.”

FURTHER RESOLVED THAT the Company Secretary, CFO and any one of the Directors of the Company (including any Committee thereof) be and is hereby severally authorised to do all such acts, deeds, matters and things and to file necessary forms with the Registrar of Companies and make necessary intimations to the Stock Exchanges where the securities of the Company are listed, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: Visakhapatnam
Date: 01.03.2026

-Sd-
(P. Chandra Kalabhinetri)
Company Secretary & Compliance Officer

NOTES & INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 read with section 110 of the Companies Act, 2013 and 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, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, ("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 20th February, 2026 "the cut-off date", which will be considered for the purposes of e-voting.
3. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are KFin Technologies Limited, Unit : Dredging Corporation of India Limited Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India Email ID: einward.ris@kfintech.com (for general queries) & for e-voting evoting@kfintech.com, Toll Free No. 1800 309 4001
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), MCA Circulars and SS-2 and any amendments thereto, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted through this Notice.
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) and NSE (www.nseindia.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. F 5774) as a Scrutinizer and in the absence of Mr. Sachin Agarwal, Ms. Shweta Jain of M/s. Agarwal S. & Associates, Practicing Company Secretary (Membership No. F 7152) will be the scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.
8. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide remote e-voting facility and will be assisted

by NSDL / M/s.Kfin Technologies Limited. 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 31st March 2026 (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. IST on 31st March 2026. The remote e-voting facility shall commence on Monday, 02nd March, 2026 at 9.00 A.M. IST and ends on Tuesday, 31st March 2026 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 20th February 2026 ("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 on 31st March 2026 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 02nd April 2026. Accordingly, the result will be announced on or before 02nd April 2026 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. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Tuesday 31st March 2026.

13. 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 evoting@kfintech.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.

14. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

15. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to kalabhinetri@dcil.co.in mentioning his / her / its folio number / DP ID and Client ID

16. 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.

17. The remote e-voting period:

Day, date and time of Commencement of remote e-voting	Monday, 02 nd March 2026 at 9.00 A.M. IST
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	Tuesday , 31 th March 2026 at 5.00 P.M. IST

- 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 evoting@kfintech.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:

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.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. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com II. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.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 and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/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. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered

	IV. Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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., 9472 - 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.
 - 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 asacs2022@gmail.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:

Place: Visakhapatnam
Date: 01.03.2026

(P. Chandra Kalabhinetri)
Company Secretary & Compliance Officer

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

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

The following Explanatory Statement sets out the relevant information as required under Section 102 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As regards the material related party transactions, the explanatory statement also contains the disclosures required under Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("ISN") formulated by Industry Standard Forum in consultation with the Securities and Exchange Board of India ("SEBI"), issued on June 26, 2025.

Explanatory Statement for Resolution Nos. 1 to 4

Regulation 23 of the Listing Regulations requires Members' prior approval by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business and on an arm's length basis.

Pursuant to the share Purchase Agreement executed on 08th March, 2019 between Government of India represented by Ministry of Shipping and the four Ports ("Purchasers") – Visakhapatnam Port Authority (VPA), Paradip Port Authority (PPA), Jawaharlal Nehru Port Authority (JNPA) and Deendayal Port Authority (DPA), all the shares amounting to 73.47% of the Equity share Capital of the Company was transferred to the purchasers - Visakhapatnam Port Authority (19.47%), Paradip Port Authority (18%), Jawaharlal Nehru Port Authority (18%) and Deendayal Port Authority (18%) along with transfer of management and control. Although as per the Companies Act, 2013, Section 2 (76) read with 2(6), the individual Ports do not fall under the definition of Related Parties, as the individual ports do not have control exceeding 20% of total voting power, but however on a harmonious reading of related provisions of the Share Purchase Agreement, it can be inferred that each of the four Port Authorities hold significant influence encompassing the entire decision making process of DCIL and that these four Port Authorities are therefore Associates, by a rebuttal of the status that each of the four port Authorities holding less than 20% of equity shares and consequently because these are Associates, they are related parties to the reporting entity, DCIL and the transactions with these four ports, even when conducted in the ordinary course of business, are related party transactions.

As per provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 read with Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Related Party Transactions Policy of the Company, all material Related Party Transactions shall require approval of the Shareholders of the Company and the Related Party shall abstain from voting on such resolutions. Further, a transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial

year, exceeds ten percent of the annual consolidated turnover of the Company or ₹1000 Crore whichever is lower as per the last audited financial statements of the Company. Further, in terms of provisions Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the relevant Accounting Standard, the promoter(s) (viz. Visakhapatnam Port Authority, Paradip Port Authority, Jawaharlal Nehru Port Authority and Deendayal Port Authority) and KMPs qualify as Related Party(s) of the Company and the Company has existing and continuing contracts /arrangements in the ordinary course of business and on arm's length basis with the related parties which is being continued and will continue to exist beyond 31st March, 2026 in addition to the new Contract(s)/transaction(s) to be entered into. It is difficult to specifically assess the total value of such transactions at this stage; however, it is expected that the aggregate value of all such transactions together would be beyond the threshold limit of materially as specified above. Therefore, the approval of the Members of the Company is sought for

(a) purchase or supply of goods or business assets or property or equipment; (b) availing or rendering of services; (c) transfer or exchange of any resources, services or obligations to meet the Company's business objectives/ requirements; (d) any other transaction not covered above, on such material terms and conditions as detailed in the explanatory statement to this resolution and as deemed fit by the Board of Directors (the "Board", which term shall include any of the Committees thereof being authorised in this behalf) of the Company, in its absolute discretion, provided that Related Party Transactions shall be at the arm's length basis and in the ordinary course of business.

Accordingly, approval of the Members is being sought for such transactions that may be entered into by the Company with these promoters / ports pursuant to the approval received from the Audit Committee and the Board of Directors as per the applicable laws.

Any subsequent 'material modification' in the proposed transactions, as defined in the Policy on Related Party Transactions of the Company will be placed before the Members for prior approval, in terms of Regulation 23(4) of the Listing Regulations.

None of the Directors and Key Managerial Personnel or their relatives, is in any way concerned or interested, financially or otherwise in the resolution except the nominee Directors representing the respective ports in the Resolution Nos. 1 to 4.

The Members may note that in terms of the provisions of the Listing Regulations, related parties of the Company as defined thereunder {whether such related party(ies) is a party to the transactions mentioned herein below or not}, shall not vote to approve Resolution Nos. 1 to 4.

The Board recommends the resolutions of item no 1 to 4 for approval of the members as Ordinary Resolution.

Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

Sr. No.	Particulars of the information	Information provided by the management
a	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as "Annexure – A"
b	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	<p>1. Interest of the Listed Entity The proposed transaction with Visakhapatnam Port Authority, Paradip Port Authority, Jawaharlal Nehru Port Authority and Deendayal Port Authority is in the interest of the listed entity for the following reasons:</p> <ul style="list-style-type: none"> • The transaction is undertaken in the ordinary course of business and aligns with the core operational objectives of the Company. • The Port Authorities are principal stakeholders and key customers, ensuring business continuity and long-term operational stability. • The arrangement strengthens strategic alignment between the Company and the Ports, enabling optimal utilization of assets, technical expertise, and operational efficiencies. • The transaction contributes to revenue visibility, improved capacity utilization, and economies of scale, thereby enhancing shareholder value. • The terms are structured to safeguard the interests of minority shareholders and are consistent with industry practices. <p>2. Basis for Determination of Price</p> <ul style="list-style-type: none"> • The pricing is determined on an arm's length basis. • Rates are benchmarked against prevailing market rates for similar services/transactions in comparable port and dredging contracts. • Where applicable, pricing is based on competitive bidding, published tariff guidelines, cost-plus methodology, or independently validated cost estimates. • The methodology ensures that the Company receives fair consideration comparable to that which would be received from unrelated third parties. <p>3. Other Material Terms and Conditions</p> <ul style="list-style-type: none"> • The transaction is proposed for a defined tenure and on standard commercial terms customary in the industry. • Scope of work, deliverables, timelines, and performance standards are clearly defined in

		<p>the agreement.</p> <ul style="list-style-type: none"> • Payment terms are structured in accordance with normal industry practice, including milestone-based or periodic payments. • The agreement contains standard clauses relating to termination, dispute resolution, force majeure, indemnity, and compliance with applicable laws. • The transaction is subject to necessary approvals of the Audit Committee, Board of Directors, and shareholders, as applicable, in compliance with the Companies Act, 2013 and SEBI (LODR) Regulations.
c	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate issued by the CEO and CFO of the Company, as required under the RPT Industry Standards.
d	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed material modifications of RPT have been approved by the Audit Committee and the Board of Directors on 27.02.2026 and recommended the same to the Members for approval.
e	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
f	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	We affirm that the Audit Committee and Board of Directors, while providing information to the Members, have redacted only commercially sensitive information, and all necessary information for informed shareholders decision-making has been provided. Refer below table as “ Annexure – A ”.
g	Any other information that may be relevant.	Not Applicable

Annexure –A

Pursuant to the SEBI Circular dated 26th June, 2025 the Minimum Information relating to the proposed material modification to the material RPT(s), in respect of item No. 1 to 4 , is provided as under:

S. No.	Particulars of the information	Information provided by the management
A(1)	Basic details of the related party	
1	Name of the related party	1.Visakhapatnam Port Authority 2. Paradip Port Authority 3.Jawaharlal Nehru Port Authority 4.Deendayal Port Authority
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The related parties of Dredging Corporation of India Limited (DCIL) primarily comprise its promoter port authorities. The promoter port, namely Visakhapatnam Port Authority (VPA), Paradip Port Authority (PPA), Jawaharlal Nehru Port Authority (JNPA), and Deendayal Port Authority (DPA), are engaged in the business of port operations, cargo handling, marine and shipping services, and development of port infrastructure. These entities manage and operate major ports in India and provide logistics and maritime support services essential for shipping and trade. Further, the Ministry of Ports, Shipping and Waterways (MoPSW), being the administrative ministry overseeing the maritime sector, is involved in policy formulation, regulation, and administrative supervision of port and shipping-related activities.
A(2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	1. Visakhapatnam Port Authority (19.47%) 2. Paradip Port Authority (18%) 3.Jawaharlal Nehru Port Authority (18%) 4.Deendayal Port Authority (18%)
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party,	Nil

	whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).																																								
A(3)	Details of previous transactions with the related party																																								
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>Sl.No</th> <th>Nature of Transactions</th> <th>FY 2024-25 (INR)</th> </tr> </thead> <tbody> <tr> <td>01</td> <td colspan="2">Visakhapatnam Port Authority</td> </tr> <tr> <td>A</td> <td>Sale of Service (Dredging)</td> <td>10.31 crore</td> </tr> <tr> <td>B</td> <td>ICD transactions and interest</td> <td>54.26 crore</td> </tr> <tr> <td>02</td> <td colspan="2">Paradip Port Authority</td> </tr> <tr> <td>A</td> <td>Sale of Service (Dredging)</td> <td>177.35 crore</td> </tr> <tr> <td>B</td> <td>ICD transactions and interest</td> <td>Nil</td> </tr> <tr> <td>03</td> <td colspan="2">Jawaharlal Nehru Port Authority</td> </tr> <tr> <td>A</td> <td>Sale of Service (Dredging)</td> <td>305.83 crore</td> </tr> <tr> <td>B</td> <td>ICD transactions and interest</td> <td>104.98 crore</td> </tr> <tr> <td>04</td> <td colspan="2">Deendayal Port Authority</td> </tr> <tr> <td>A</td> <td>Sale of Service (Dredging)</td> <td>58.93 crore</td> </tr> <tr> <td>B</td> <td>ICD transactions and interest</td> <td>Nil</td> </tr> </tbody> </table>	Sl.No	Nature of Transactions	FY 2024-25 (INR)	01	Visakhapatnam Port Authority		A	Sale of Service (Dredging)	10.31 crore	B	ICD transactions and interest	54.26 crore	02	Paradip Port Authority		A	Sale of Service (Dredging)	177.35 crore	B	ICD transactions and interest	Nil	03	Jawaharlal Nehru Port Authority		A	Sale of Service (Dredging)	305.83 crore	B	ICD transactions and interest	104.98 crore	04	Deendayal Port Authority		A	Sale of Service (Dredging)	58.93 crore	B	ICD transactions and interest	Nil
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B	ICD transactions and interest	Nil																																							
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	1. Visakhapatnam Port Authority (57.75 crore) 2. Paradip Port Authority (84.46 crore) 3. Jawaharlal Nehru Port Authority (63.99 crore) 4. Deendayal Port Authority (105.45 crore)																																							
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None																																							
A(4)	Amount of the proposed transaction(s)																																								
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	1. Visakhapatnam Port Authority (Rs.300 crore) 2. Paradip Port Authority (Rs.500 crore) 3. Jawaharlal Nehru Port Authority (Rs.600 crore) 4. Deendayal Port Authority (Rs.500 crore)																																							
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material	Yes																																							

	RPT?				
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1. Visakhapatnam Port Authority (26.26%) 2. Paradip Port Authority (43.78%) 3. Jawaharlal Nehru Port Authority (52.53%) 4. Deendayal Port Authority (43.78)%			
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable			
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	1. Visakhapatnam Port Authority (14.45%) 2. Paradip Port Authority (18.13%) 3. Jawaharlal Nehru Port Authority (22.04%) 4. Deendayal Port Authority (16.04%)			
6	Financial performance of the related party for the immediately preceding financial year:	Particulars	FY 2024-25(INR)		
		Turnover	1. Visakhapatnam Port Authority (Rs.2074.75 crore) 2. Paradip Port Authority (Rs.2756.87 crore) 3. Jawaharlal Nehru Port Authority (Rs.2722.29 crore) 4. Deendayal Port Authority (Rs.3116.71 crore)		
A(5).	Basic details of the proposed transaction				
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Dredging Corporation of India Limited (DCIL) provides dredging services to its promoter ports and avails working capital loans from them as part of its financial arrangements.			
2	Details of each type of the proposed transaction	Sl.No	Promoter port	Proposed Turnover	Proposed ICD
		01	Visakhapatnam Port Authority	Rs.50 Crore	Rs.250 Crore
		02	Paradip Port Authority	Rs.250 Crore	Rs.250 Crore
		03	Jawaharlal Nehru Port Authority	Rs.500 Crore	Rs.100 Crore

		04	Deendayal Port Authority	Rs.400 Crore	Rs.100 Crore
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Year			
4	Whether omnibus approval is being sought?	Yes			
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Sl.No	Promoter port	Proposed Turnover	Proposed ICD
		01	Visakhapatnam Port Authority	Rs.50 Crore	Rs.250 Crore
		02	Paradip Port Authority	Rs.250 Crore	Rs.250 Crore
		03	Jawaharlal Nehru Port Authority	Rs.500 Crore	Rs.100 Crore
		04	Deendayal Port Authority	Rs.400 Crore	Rs.100 Crore
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>1. Interest of the Listed Entity The proposed transaction with Visakhapatnam Port Authority, Paradip Port Authority, Jawaharlal Nehru Port Authority and Deendayal Port Authority is in the interest of the listed entity for the following reasons:</p> <ul style="list-style-type: none"> • The transaction is undertaken in the ordinary course of business and aligns with the core operational objectives of the Company. • The Port Authorities are principal stakeholders and key customers, ensuring business continuity and long-term operational stability. • The arrangement strengthens strategic alignment between the Company and the Ports, enabling optimal utilization of assets, technical expertise, and operational efficiencies. • The transaction contributes to revenue visibility, improved capacity utilization, and economies of scale, thereby enhancing shareholder value. • The terms are structured to safeguard the interests of minority shareholders and are consistent with industry practices. <p>2. Basis for Determination of Price</p> <ul style="list-style-type: none"> • The pricing is determined on an arm's length basis. • Rates are benchmarked against prevailing market rates for similar services/transactions in comparable port and dredging contracts. • Where applicable, pricing is based on competitive bidding, published tariff guidelines, 			

		<p>cost-plus methodology, or independently validated cost estimates.</p> <ul style="list-style-type: none"> The methodology ensures that the Company receives fair consideration comparable to that which would be received from unrelated third parties. <p>3. Other Material Terms and Conditions</p> <ul style="list-style-type: none"> The transaction is proposed for a defined tenure and on standard commercial terms customary in the industry. Scope of work, deliverables, timelines, and performance standards are clearly defined in the agreement. Payment terms are structured in accordance with normal industry practice, including milestone-based or periodic payments. The agreement contains standard clauses relating to termination, dispute resolution, force majeure, indemnity, and compliance with applicable laws. <p>The transaction is subject to necessary approvals of the Audit Committee, Board of Directors, and shareholders, as applicable, in compliance with the Companies Act, 2013 and SEBI (LODR) Regulations.</p>
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	Not Applicable
B(1)	Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Sale of service (Dredging) to the promoter ports on the bases participation in the open tender.
2	Basis of determination of price.	Open tender
3	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any,	Trade advance taken by the DCI from promoter ports for working capital management.

	proposed to be extended to the related party in relation to the transaction, specify the following:	
	a) Amount of Trade advance	Visakhapatnam Port Authority – Rs.50 Crores Jawaharlal Nehru Port Authority – Rs.100 Crores
	b) Tenure	1 year
	c) Whether same is self-liquidating?	No

Item No. 5: To approve Alteration of Capital Clause of the Memorandum of Association of the Company

The present Authorised Share Capital of the Company is ₹30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Rupees Ten Only) each.

In order to meet the Company's growing fund requirements for augmenting its operational capacity and for acquisition of additional dredgers, the Board of Directors, at its meeting held on 05th February, 2026, considered and approved, subject to the approval of the Members, the proposal to increase the Authorised Share Capital of the Company.

Accordingly, it is proposed to increase the Authorised Share Capital of the Company from ₹30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- each to ₹60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹10/- each, by creation of an additional 3,00,00,000 (Three Crore) Equity Shares of ₹10/- each. The new Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Consequent to the proposed increase in Authorised Share Capital, Clause V of the Memorandum of Association of the Company relating to Share Capital is required to be altered to reflect the increased Authorised Share Capital from ₹30 Crore to ₹60 Crore.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital and for consequent alteration of Clause V of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution set out under Item No. 5 for approval of the Members by way of an Ordinary Resolution.
