



## DREDGING CORPORATION OF INDIA LIMITED

### NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the shareholders of Dredging Corporation of India Limited will be held at 1000 hrs on Monday, the 29<sup>th</sup> September, 2008 in Siri Fort Auditorium No.1, Siri Fort Cultural Complex, August Kranti Marg, New Delhi - 110049 to transact the following business :-

#### ORDINARY BUSINESS

1. To receive, consider and adopt Directors' Report for the year 2007-08, the audited Balance sheet as at 31<sup>st</sup> March, 2008 and the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2008 together with the Auditors' Report thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri S.Balachandran who retires as rotational Director and is eligible for re-appointment.
4. To appoint a Director in place of Dr.Debashis Sanyal who retires as rotational Director and is eligible for re-appointment.
5. To appoint a Director in place of Dr.Gautam Barua who retires as rotational Director and is eligible for re-appointment.
6. To appoint a Director in place of Shri A.Soundara Rajan who retires as rotational Director and is eligible for re-appointment.
7. To pass with or without modification, the following resolution as ordinary resolution for payment of remuneration to Statutory Auditors :  
"RESOLVED THAT pursuant to clause (aa) of Sub-Section (8) of Section 224 of the Companies Act, 1956, the remuneration of the Statutory Auditors of the Company, M/s.Ambika & Isha, Visakhapatnam appointed by Comptroller and Auditor General of India be and is hereby fixed at Rs.2.50 lakh (rupees two lakh and fifty thousand only) plus service tax as applicable for the year 2007-2008".

By Order of the Board of Directors  
-Sd-

Place : Visakhapatnam (K.Aswini Sreekanth)  
Dated : 22-08-08 Company Secretary

#### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. THE PROXY SO APPOINTED NEED NOT NECESSARILY BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 9<sup>th</sup> September, 2008 to 29<sup>th</sup> September, 2008 (both days inclusive).
3. Dividend on equity shares as recommended by the

Directors for the Financial year ended 31<sup>st</sup> March, 2008, if declared at this Annual General Meeting will be paid to the shareholders whose names appear :

- a) as beneficial owners at the end of the business hours on 8<sup>th</sup> September, 2008 as per the list to be furnished by Depositories in respect of the shares held in the electronic form and
  - b) as members in the Register of Members after giving effect to all valid share transfers in physical form lodged with the Company/ R & T Agent on or before 8<sup>th</sup> September, 2008.
4. a) Members holding shares in physical form are requested to furnish bank details by 8<sup>th</sup> September, 2008 to our R & T Agent - M/s Karvy Computershare Private Limited, Plot No. 17 to 24, Vithal Rao Nagar, Hyderabad- 500 081 in order to incorporate the same on the dividend warrants.  
b) Shareholders holding shares in electronic form may kindly note that their Bank details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion/change in such Bank details. Shareholders who wish to change Bank details are therefore requested to advise their Depository Participants about such change, with complete details of Bank Account. Instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.
5. Electronic Clearing Service (ECS) facility:  
With respect to payment of dividend, the Company provides the facility of ECS to all shareholders, holding shares in electronic form and physical forms, in the cities where the facility for ECS is available. Shareholders holding shares in physical form, who wish to avail ECS facility may authorise Company with their ECS mandate in the prescribed form which may be obtained from Registrars & Transfer Agent, M/s Karvy Computershare Private Limited on request. The requests for payment of dividend through ECS for the year 2007-08 should be lodged with M/s Karvy Computershare Private Limited on or before, 8<sup>th</sup> September, 2008.
6. a) Members holding shares in physical form are requested to promptly notify any changes in their addresses to the R & T Agent of the Company M/s Karvy Computershare Private Limited on or before 8<sup>th</sup> September, 2008.  
b) Shareholders holding shares in dematerialised form are requested to advise immediately change in their address, if any, quoting their Client ID No., to their respective Depository Participants.
7. Members are requested to note that pursuant to provisions of Section 205 A (5) read with Section 205 C of the Companies Act, 1956, the dividend remaining unclaimed/ unpaid for a period of seven years from the date of transfer to the unpaid dividend



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account pursuant to Section 205 A (1) of the Companies Act, 1956 shall be credited to the "Investors Education and Protection Fund" (IEPF) set up by the Central Government. Members who have so far not claimed dividend are requested to make claim with the Company as no claim shall lie against the Fund or the Company in respect of individual amounts once credited to the said fund. The unclaimed final dividend for the year 2000-2001 declared at the AGM held on 27-09-2001 is due for transfer to the IEP Fund on 29-10-2008.

Shareholders who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Transfer Agents, M/s Karvy Computershare Private Limited immediately. Shareholders are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which are unclaimed and unpaid for a period of 7 (seven) years from the dates they first became due for payment and no payment shall be made in respect of any such claims.

8. Consequent upon the introduction of Section 109A of the Companies Act, 1956 shareholders are entitled to make nomination in respect of shares held by them in physical form. 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.

9. Members are requested to bring their copies of Annual Report to the meeting. Members/Proxies attending the meeting should bring the attendance slip, which should be duly filled in, signed and handed over at the venue of the meeting.
10. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the meeting.
11. Members seeking any information with regard to accounts are requested to write to the Company at the earliest to facilitate keeping the information ready.
12. Entry to the Auditorium will be strictly against Entry Slip available at the counters at the venue and against exchange of Attendance slip.
13. Shareholders may kindly note that no gift/ gift coupon will be distributed at the meeting.
14. No Brief case or Bag will be allowed to be taken inside the auditorium.
15. At the ensuing Annual General Meeting, Shri S.Balachandran, Dr.Debashis Sanyal, Dr.Gautam Barua and Shri A.Soundararaajan retire by rotation and being eligible offer themselves for re-appointment. The information details pertaining to these Directors to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges are given below.

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE 32ND ANNUAL GENERAL MEETING

Name of the Director	Shri S.Balachandran	Dr.Debashis Sanyal	Dr.Gautam Barua	Shri A.Soundararaajan
Date of Birth	27/08/1956	10/08/1958	05/03/1955	14/04/1954
Date of Appointment	17/01/2008	17/01/2008	17/01/2008	17/01/2008
Qualifications	B.Sc., M.Sc	M.Com, AICWAI, Ph.D	B.Tech., M.Tech., Ph.D	B.Sc.,FCA
Expertise in specific functional areas	Financial Management, Planning, Financial Appraisal. 35 years experience in Railways and on deputation outside in Corporate & Government Sectors. Worked as Managing Director, IRFC, Additional Member, Ministry of Railways.	Working as Professor in Finance, Management Development Institute, Gurgaon. Was Joint Director, ICWAI, Faculty in National Institute of Financial Management. He is an expert in finance and accounting.	Working as Director IIT, Guwahati and a Professor in Computer Science and Engineering. IT Consultant in many Companies. He specialises in Operating systems and networks.	Practicing as Chartered Accountant. Expertise in Direct, Indirect & Corporate and Economic Laws and preparation of project reports for project financing. He is also Statutory/Internal Auditor for many Companies.
Shareholding in DCI	NIL	NIL	NIL	NIL



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### DIRECTORS' REPORT FOR THE YEAR 2007-2008

Your Directors have pleasure in presenting this 32nd Annual Report together with the audited accounts of the Company for the year ended 31<sup>st</sup> March, 2008.

#### FINANCIAL RESULTS

The Company earned the highest ever operational income of Rs.70531.72 lakh compared to Rs.57,289.09 lakh for the previous year. The other income is also highest at Rs.6614.79 lakh as compared to Rs.5331.99 lakh for the previous year. The total income for the year is a record Rs.77146.51 lakh as compared Rs.62621.08 lakh for the previous year. The increase in income is mainly because of increase in income from chartered-in dredgers.

Profit after tax is Rs.15481.86 lakh as compared to Rs.18872.95 lakh for the previous year. The decrease in profit after tax is mainly due to increase in expenditure towards charter hire of chartered-in dredgers, repairs and maintenance, fuel and lubricants, spares and stores and other operational expenditure. The Company's earning per share for 2007-2008 is Rs.55.29 as compared Rs.67.40 for the previous year.

#### DIVIDEND

Keeping in view the financial performance of your Company and other relevant considerations, your Directors recommend payment of dividend @ 150% on the paid up capital of the Company, (including 75% interim dividend paid in March 2008) absorbing an amount of Rs.4913.94 lakh including dividend tax of Rs.713.81 lakh for the year 2007-08. For the previous year 2006-07 dividend @ 150% (including 60% interim dividend paid in March 2007) involving Rs.4,863.89 lakh including dividend tax of Rs.663.89 lakh was paid. A sum of Rs.1550.00 lakh has been transferred to General Reserves.

#### LOANS

As on 31<sup>st</sup> March 2008 an amount of Rs. 1653.11 lakh is outstanding towards loan taken from ABN AMRO Bank for Dredger XVI, after paying interest and instalment of the principal regularly as per the terms and conditions of the relevant loan agreement.

#### DCI FLEET

As on 31<sup>st</sup> March 2008 your Company has in operation among others, 10 Trailer Suction Hopper Dredgers (TSHD) and 2 Cutter Suction Dredgers (CSD). The Craft wise particulars are at Annexure-I.

#### DREDGING OPERATIONS

The dredging capacity available with DCI was 798.50 lakh Cu.M. as on 31<sup>st</sup> March 2008 which is the same as that for last year. During the year under review, the quantity dredged under various contracts amounted to 677.30 lakh Cu.M. as against 763.80 lakh Cu.M for last year. This represents 84.82% of DCI's capacity as compared to 95.65% for last year.

During the year under review maintenance dredging contracts were executed at Kolkata/ Haldia, Paradip, Visakhapatnam, Southern Naval Command (Navy) Kochi, New Mangalore, Jawaharlal Nehru Port and capital dredging for Sethusamudram Ship Channel Project. The 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.

#### SETHUSAMUDRAM SHIP CHANNEL PROJECT

As on 31<sup>st</sup> March, 2008, the Company has made a contribution of Rs.24.50 crore towards equity for the Special Purpose Vehicle, Sethusamudram Corporation Limited. As on date the Company has contributed the full amount of Rs.30.00 crore towards equity constituting the share of the Company towards contribution for the Special Purpose Vehicle.

#### PLAN PROPOSALS

Order has been placed with Mazagaon Dock Limited, Mumbai in October, 2005 for procurement of one number Cutter Suction

Dredger of 2000 Cu.M solids per hour capacity and is expected to be delivered during last quarter of 2008. Order has been placed in October, 2007 for procurement of two survey launches which are expected to be delivered in November, 2008. Action is on hand for procurement of three numbers 5000 Cu.M hopper capacity Trailer Suction Hopper Dredgers. Action is also on hand for procurement of Backhoe dredger and two hopper barges.

#### CHARTERING-IN OF DREDGERS

To augment DCI's capacity and keeping in view the likely growth in the dredging market, your Company has been chartering-in dredgers which are presently being deployed in Sethusamudram Ship Channel Project. As on the date of this Report five such dredgers of varying capacities are in operation.

#### MEMORANDUM OF UNDERSTANDING

For the 17th consecutive year, your Company has signed Memorandum of Understanding (MOU) with Government of India for the year 2008-09. The Company expects the rating of 'VERY GOOD' for the year 2007-08.

#### INTERNATIONAL SAFETY MANAGEMENT (ISM) CODE

The progress of implementation of ISM, ISPS and ISO upto 31<sup>st</sup> March, 2008 is as follows:-

##### ISM:-

- Safety Management Certificates (SMCs) were issued to all Dredgers and Tug.
- Document of Compliance (DOC) was issued to DCI valid till 24.06.2012 and is being endorsed every year.

##### ISPS:-

International Ship Security Certificates (ISSC) was obtained for all vessels.

##### ISO 9001:2000:-

DCI is certified for ISO 9001:2000(QMS) by Indian Register of Shipping (IRS). The first surveillance audits of HO and Project Offices at Mangalore and Mumbai were successfully completed.

##### ISO 14001:2004:-

In consensus with MOU Target during 2007-08, for the financial year 2008-09, the EMS manuals for implementation of ISO 14001:2004 (EMS) have been prepared and sent to all departments at Head Office, Project Offices and Vessels. EMS awareness programmes have been conducted for DCI staff at Head Office, Project Offices and vessels.

#### MEMBERS/INVESTOR SERVICES

The shares of the Company are listed on Delhi, Mumbai, Calcutta Stock Exchanges and National Stock Exchange. The shares of the Company are dematerialised with both the depositories NSDL and CDSL. M/s. Karvy Computershare Private Limited, Hyderabad are the R & T Agents of the Company.

#### PARTICULARS OF THE EMPLOYEES UNDER SECTION 217 (2A) OF THE COMPANIES ACT, 1956:

The particulars of employees for the year 2007-08 as required under Sec. 217 (2A) of the Companies Act, 1956 is nil as no employee has earned salary of Rs.24.00 lakh per annum or Rs.2.00 lakh per month during the year 2007-08.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of sub-section (2AA) of Section 217 of the Companies Act, 1956 your Directors confirm:

- that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;



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- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the Annual Accounts on a going concern basis.

### INFORMATION TO BE GIVEN UNDER COMPANIES, (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

- a) Conservation of energy under Sec.217(1)(e): Your Company does not fall under the category of companies which are required to furnish this information. However, the following measures have been taken:
- All the dredgers in DCI fleet are installed with sophisticated and state-of-the art instrumentation like Differential Global Positioning System (DGPS) and Draft Volume Load Monitoring (DVL) systems to facilitate efficient dredging with potential energy saving.
  - While procuring new dredgers, fuel efficient design with advanced technology is selected.
  - Switching over to LDO from HFHSD/LFHSD as fuel for several dredgers resulted in cost savings.
  - Continuous efforts are being made to optimise the fuel consumption on board dredgers as cost of fuel constitutes approximately 39% of operational cost.
- b) Technology absorption under Section 217 (1) (e): There was no transfer of technology and consequently there is no absorption of technology during the year.
- c) Foreign Exchange earnings and outgo Under Section 217 (1)(e): (Rs. In Lakhs)
- |  |         |
|--|---------|
| Foreign Exchange Earnings :                    | 0.00    |
| Total  | 0.00    |
| ii) Foreign Exchange outgo:                    |         |
| a) Import of components and spares (CIF value) | 6776.27 |
| b) Repayment of foreign currency loan          | 1362.50 |
| c) Interest paid on loans from foreign banks   | 131.52  |
| d) Travelling                                  | 16.90   |
| Total  | 8287.19 |

### CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, Management Discussion and Analysis, Corporate Governance Report and Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance are attached, forming part of this Report.

### MANPOWER:

The total number of employees (both Shore and Floating) in the Corporation as on 31<sup>st</sup> March, 2008 was 769, as against 815 during the previous year. Out of the total Manpower of 769 as on 31.03.2008, the strength on Shore Establishment and Floating Establishment was 372 and 397 respectively.

### EMPLOYMENT OF VARIOUS RESERVED CATEGORIES:

The manpower position with regard to various reserved categories is as indicated hereunder:

#### A. Employment of SC/ST Candidates

The Corporation continued its efforts to fulfil its obligations in providing employment opportunities to SC/ST candidates in accordance with the Government Policy. The overall representation of SCs/STs in the employment of the Company excluding MPWs as on 31<sup>st</sup> March, 2008 is 147 working out to 19.11% as against 19.51% for the previous year and 24.16% prescribed as per Presidential Directive.

#### B. Employment of Ex-Servicemen

The representation of Ex-Servicemen (both Shore and Floating) in group C and D categories in the Corporation was 11.40% and Nil as against 14.50% and 24.50% respectively prescribed by the Government.

### C. Employment of Physically Handicapped

The number of physically handicapped employees in the Corporation as on 31<sup>st</sup> March, 2008 is 8. The break-up for Groups A, B, C & D is as under:-

Group	Sanctioned strength	Total strength in identified posts	No. of persons with disabilities actually employed	Percentage with reference to identified posts
A	192	44	01	2.27
B	106	70	04	5.71
C	68	63	03	4.76
D	06	06	Nil	Nil
Total	372	183	08	4.37

The overall percentage in Group A & B comes to 4.38% of the identified posts in these Groups, which is higher than the prescribed percentage of 3%. The overall percentage in Group C and D posts comes to 4.05% of the total sanctioned strength in these groups which is higher than the prescribed percentage of 3%.

### D. Employment of OBC personnel

Employment of OBC personnel (both shore and floating) in the company is 4.16% as against prescribed percentage of 27% by the Government. Instructions dated 23/09/1993 on reservations on OBC were received during October, 1993. As and when the vacancies are to be filled, the reservations for OBCs are being complied as per Government instructions. The above percentage of OBC reservation has been calculated based on the total number of employees as on 31/03/2008, including those recruited prior to 1993.

### E. Employment of women

The number of women employees on Rolls as on 31.03.2008 is 40. Out of them number of executives is 5 and Non-Executives is 35.

Basing on the Supreme Court's judgement and keeping in view the Government instructions on sexual harassment of women at work places, a complaints Committee headed by a woman officer was constituted to inquire into the complaints of sexual harassment at work places. A complaints register is also being maintained.

### Existing benefits and welfare measures for the woman employees:-

- The women employees in the Corporation are entitled to 135 days of Maternity Leave.
- Special Casual leave not exceeding 14 working days is sanctioned to regular woman employees of the Corporation to undergo non-puerperal sterilisation.
- One day special casual leave is allowed to the regular women employees of the Corporation who had ICUD insertions.
- A rest room is provided exclusively for the women employees.
- Working uniforms are provided to Group'D' women employees, as per the scales prescribed in the Rules.
- The women employees are sponsored to various in-house and also external training programmes. The number of women employees who have undergone training in the past one year is 43.

### WAGE SETTLEMENTS

#### A. Floating establishment:

- The INSA-MUI Wage Agreement in respect of Floating Officers (FG/HT) is due from 01/04/2008.
- The INSA-NUSI Wage Agreement in respect of Petty Officers(HT) is valid upto 31/03/2008.
- The Wage Agreement in respect of Crew and MPWs is valid upto 31/03/2008.



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### **B. Shore establishment:**

The next Pay revision of Executives and Non-Executive employees (Unionised Staff Category) is due from 01.01.2007.

### **INDUSTRIAL RELATIONS:**

The industrial relations in the Corporation continued to be cordial throughout the period under report.

### **WELFARE MEASURES:**

The Corporation continued various welfare schemes viz., Family Pension Scheme, Group Gratuity Assurance Scheme, Personal Accident Insurance Coverage, Group Savings Linked Insurance Scheme, Contributory Provident Fund, Maternity Benefit Scheme, Subsidised Canteen Facility, Transport Subsidy, Medical Attendance, Leave Travel Concession, Incentive Scheme for acquiring higher qualifications, Merit Scholarship for the children of SC/ST employees, etc.

Other welfare measures such as House Building Advance, HBA Interest Subsidy, HBA Family Security Mutual Fund, Special casual leave for maternity/paternity and incentives for adopting small family norms and advances for children's higher education, marriage and purchase of computer etc., are extended to the employees.

The physically handicapped employees are being paid an additional conveyance allowance of Rs.75/- per month in addition to the normal entitlement of transport subsidy/ reimbursement of conveyance expenses as per the existing Rules of the Corporation.

### **HUMAN RESOURCES DEVELOPMENT**

The Company is making sincere efforts for the overall development of Human Resources, both on shore and floating establishment. During the year 2007-08, Rs. 12.50 lakh (approx.) was spent on the Management Development and training activity, covering a majority of employees on both the establishments. During the year, total 11 in-house training programmes were conducted covering total 260 employees under various programmes and 84 employees were deputed for external training programmes. During the year, employees were nominated to participate in the various training programmes and Seminars/ Conferences on Tax Laws, Central Excise, Customs & Service Tax, Internal Auditor Training Course, Pollution Control, familiarisation of DCI Engineers on CSD Dredger -XVIII (under construction), National Seminar on Corporate Governance Practice in India, Seminar on international Oil Pollution Compensation Fund, All India Official Language Seminar at Khajuraho etc. The employees were imparted extensive inhouse training in computer hardware/ MS Office, MS Special Data, Web Design, etc. ISO/ISM Awareness and Quality Auditors Programmes were also organised for both shore and floating personnel. Under ISPS Code Certified Floating Officers were deputed for Ship Security Officer (SSO) Course and Company Security Officer (CSO) Course. DCI also participated in the tailor made course on expansion of port capacity and building new port-role of Government and private sector at Antwerp, Belgium and 18th World Dredging Courses at Orlando (Florida) USA.

As against target of 131 personnel to be trained under the MoU Targets, a total of 193 employees were trained in the specified programmes.

### **IMPLEMENTATION OF THE RIGHT TO INFORMATION ACT, 2005**

As per the directives of the Government of India, the Right to Information Act, 2005 was implemented w.e.f 12-10-2005 and all the required infrastructural arrangements required for implementation of the Act were made, such as, appointment of Public Information Officers, Assistant Public Information Officers and Appellate Authority, publication of 17 prescribed manuals giving required information about the Company for information of the public, set-up of procedure and submission of periodical reports on the progress of implementation of the Act. All the officers concerned were imparted training and sent to seminars

conducted by professional bodies. A Register is also being maintained for monitoring the requests from public seeking information and the replies by the concerned are also being co-ordinated

### **ALL INDIA DREDGING CADRE :**

Under the 11th Batch of the AIDC Scheme, 9 Deck Cadets are undergoing Training and 4 Engine Cadets are undergoing 12 months workshop training at Garden Reach Ship Builders onboard the dredgers.

### **ACTIVITIES OF PUBLIC GRIEVANCES AND COMPLAINTS CELL :**

A Public Grievance Cell is functioning in the Corporation ever since 1988. The General Manager (Finance) is the Director of Public Grievances assisted by a Dy. Manager (HRD) to look into the Grievances / Complaints received from the public. As per the Ministry's guidelines, a status report is being submitted for the information of the Board of Directors at their meetings and a quarterly status report is also forwarded to the Ministry regularly. In line with the Ministry's direction, a Public Grievance Redressal and Monitoring System (PGRAMS) software was installed in the computer network of the company, which works in hand-shake mode between the Ministry and the Company. One complaint was received during the year which was suitably replied.

### **INFORMATION & FACILITATION COUNTER**

In order to have transparency in the functioning of the Corporation and also for easy and speedy access for any information to the public, an Information & Facilitation Counter (IFC) has been setup at DCI Head Office, Visakhapatnam and the same is publicised in the website also.

### **CITIZEN'S CHARTER**

As per the Directives of Government of India, in order to focus on the commitment of DCI towards its citizens/ clients in respect of standard of services, information, choice and consultation, non-discrimination and accessibility, grievance redressal, courtsey and value for money, including expectations of the organisation from the citizen/client for fulfilling the commitment of the organisation, a citizens' Charter was prepared and posted on the website of the Company. The General Manager (HR) who is the Member, Secretary of the Task Force constituted for the purpose is designated as the Nodal Officer to co-ordinate and monitor the formulation and implementation of the Citizens' Charter in DCI.

### **PROGRESSIVE USE OF HINDI**

The Corporation continued its efforts to implement the Official Language Policy of the Government. An Incentive Scheme to award cash prizes, personal pay etc., is in vogue in the Corporation and the employees trained under inservice training in Hindi and qualified in various examinations conducted thereunder are being awarded cash awards and personal pay. Hindi Fortnight was observed and Hindi Exhibition was organised in the month of September, 2007. The employees participated in the Hindi Seminars / Kavi Sammelan held at Visakhapatnam and presented papers/ poetry. Poetry and radio talks in Hindi were also broadcast on AIR. Bharatiya Rajbhasha Vikas Sansthan awarded Rajbhasha Shilpi Samman to the officers of the Company at a Seminar held at Khajuraho. Training/ workshop was arranged for employees to impart working skills drafting & noting in Hindi and operation of bilingual software. Computerisation of forms / correspondence and reports in Hindi was implemented in various departments. Several formats, salary slips, letter-heads, visiting cards, and other items of stationery were made bilingual. Web-site information was also launched in Hindi. Useful Bilingual / Multi-lingual softwares were procured and installed on computers and employees working on them were given training in operating the software in Hindi also and sharing the bilingual formats and information on network. Lipi Line Printer, compatible to Hindi printing, was



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also installed in IT department and made available to other functional departments. Cultural items in Hindi were presented in connection with the celebrations of national importance. Issue of Office Orders / Circulars, Reports submitted to Government and Parliamentary Committees was ensured in bilingual. ISM Policy, ISM Code, all ISM Manuals, Safety Instructions, etc., were translated into Hindi. Correspondence in Hindi was extended to some more areas of work - such as RTI, IFC and records management. The Officers of the Company actively participated in the meetings and activities of the Town Official Language Implementation Committee, Visakhapatnam during the year.

### ACTIVITIES OF VIGILANCE DEPARTMENT DURING 2007-2008

Under preventive vigilance, during the year, the Vigilance Department conducted 20 inspections and 8 surprise checks. Some suggestions for systems improvement were made to the concerned departments. During the year, 3 Major Penalty cases were disposed of by the Disciplinary Authority and 1 Major penalty case was pending as on 31/03/2008. Complaints received during the year were disposed of. Vigilance Awareness week was observed in the Corporation from 12/11/2007 to 16/11/2007.

### AUDITORS

M/s Ambika & Isha Chartered Accountants, Visakhapatnam were appointed by the Comptroller and Auditor General of India as Auditors for auditing the accounts of the Company for the financial year 2007-08. Pursuant to Section 224(8)(aa) of the Companies Act, 1956, the remuneration of the auditors has to be approved by the members at the AGM. The Board recommends the remuneration of Rs.2.50 lakhs (Rupees two lakh and fifty thousand only) plus service tax as applicable for approval of the members at this AGM.

### AUDITORS' REPORT

The Notes to the Accounts at Note No. 9 (g), Schedule XIV, give the status to the comment at para 4 (vi) of the Auditors Report regarding account for Spares and Stores, which is self explanatory and therefore does not call for any further comments of Directors.

### C&AG COMMENTS

The Comments of the Comptroller and Auditor General of India on the Accounts for the year ended 31st March, 2008 and replies of the Management to the Comments are placed next to the Auditors Report.

### DIRECTORS

As per the Articles of Association of the Company all the Directors are appointed by the President of India as

communicated through the administrative Ministry - Ministry of Shipping, Road Transport and Highways. During the year Ministry communicated appointment of Shri P.C.Dhiman as part-time official Director in place of Shri T.Srinidhi from 13/4/2007. Further Ministry communicated appointment of Shri Rakesh Srivastava and Shri Prabhakar as part-time official Directors in places of Shri A.K.Bhalla and Shri P.C.Dhiman from 13/06/2007. Shri A.K.Dhar, then Director (Finance) was given the additional charge of CMD in place of Shri K.R.Kishore, IAS from 25/6/2007. Ministry communicated appointment of Capt.S.S.Trpathi as Chairman-cum-Managing Director who assumed charge on 12/9/2007 from Shri A.K.Dhar. Ministry communicated appointment of Dr.A.R.Goyal as part-time-official Director in place of Shri Prabhakar from 09/10/2007. Shri A.K.Dhar ceased to be the Director (Finance) on 30/11/2007 on retirement by superannuation. Ministry communicated appointment of Shri P.V.Ramanamurthy as Director (Finance) who assumed charge on 05/12/2007. As per the communication received from Ministry Shri S.Balachandran, Dr.Debashis Sanyal, Dr.Gautam Barua and Shri A.Soundararajan were appointed as part-time non-official Directors from 17/01/2008. The Board is pleased to place on record its appreciation for the valuable guidance given by Shri.T.Srinidhi, Shri P.C.Dhiman, Shri A.K.Bhalla, Shri Prabhakar, Shri K.R.Kishore and Shri A.K.Dhar during their tenure as Directors of the Company.

Pursuant to Section 256, of the Companies Act, 1956, Shri S.Balachandran, Dr.Debashis Sanyal, Dr.Gautam Barua and Shri A.Soundararajan retire at this meeting and are eligible for re-appointment. The Board recommends for their re-appointment in this meeting.

### ACKNOWLEDGEMENTS

The Directors thank Hon'ble Minister of Shipping, Road Transport and Highways and officers and staff of Ministry of Shipping, Road Transport and Highways for the valuable help, assistance and guidance rendered from time to time. The Directors thank all other Ministries for the help and co-operation extended by them. The Board is grateful to the Comptroller & Auditor General of India, the Member, Audit Board and the Statutory Auditors for their co-operation. The Board also thanks the Bankers of the Company for their valuable services. The Board expresses its gratitude to the valued customers for their continued patronage. The Directors place on record their appreciation of the services rendered by all the employees of the Corporation.

For and on behalf of the Board of Directors  
-Sd-

Place : VISAKHAPATNAM (Capt.S.S.TRIPATHI )  
Dated : 22-08-2008 CHAIRMAN-CUM-MANAGING DIRECTOR

ANNEXURE - I

### INFORMATION IN RESPECT OF DREDGERS AND FLOATING CRAFTS OF DCI

Craft	Year of Built	Type of Vessel	Maximum Dredging Depth	Installed LOA (Mts.)	Installed Draft (Mts.)	Installed Hopper Volume (Cu.M)	Installed Horse Power
DCI Dredge V	1974	Self Propelled TSHD	22.00	100.00	6.52	3539	-
DCI Dredge VI	1975	Self Propelled TSHD	22.00	104.00	6.30	3770	-
DCI Dredge VII	1976	Non Propelled CSD	22.00	86.00	2.50	-	8500
DCI Dredge VIII	1977	Self Propelled TSHD	25.00	124.30	8.50	6500	-
DCI Dredge IX	1984	Self Propelled TSHD	25.00	102.60	7.50	4500	-
DCI Dredge XI	1986	Self Propelled TSHD	25.00	102.60	7.50	4500	-
DCI Dredge XII	1990	Self Propelled TSHD	20.00	115.00	6.50	4500	-
DCI Dredge XIV	1991	Self Propelled TSHD	20.00	115.00	6.50	4500	-
DCI Dredge XV	1999	Self Propelled TSHD	25.00	122.00	8.50	7400	-
DCI Dredge XVI	2000	Self Propelled TSHD	25.00	122.00	8.50	7400	-
DCI Dredge XVII	2001	Self propelled TSHD	25.00	122.00	8.50	7400	-
DCI Dredge Aquarius	1977	Self Propelled CSD	25.00	107.00	4.85	-	17300
DCI Tug-VII (Bollard Pull)	2005	Self Propelled (Twin Screw)	-	42.30	4.50	-	22.00T
"A" Frame Pontoon - II	1982	Non propelled	-	16.50	0.50	-	-
Survey Launch	1999	Self Propelled	-	12.50	1.85	-	-



# DREDGING CORPORATION OF INDIA LIMITED

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE

The Company strongly believes that good Corporate Governance is pre-requisite for enhancing shareholder value and its image in the prevailing competitive business scenario. The policies and practices of the Company are aimed at efficient conduct of business and effectively meeting its obligations to shareholders, customers, employees and society at large. The Company has consistently sought to improve its focus by increasing transparency and accountability to all its stakeholders.

### 2. BOARD OF DIRECTORS

**2.i Composition of Board of Directors as on 31/03/2008:** Pursuant to the Articles of Association of the Company the Members of the Board of Directors are appointed by the President of India. Part-time Non-Official Directors are independent Director pursuant to Clause 49 of the Listing Agreement. The composition of the Board as on 31/03/2008 is as under:-

Name	Executive/ Non-Executive	Official/Non-Official	Age	Qualifications
i) Capt.S.S.Tripathi, CMD	Executive	Whole-time official	51	MBA, Master (FG)
ii) Cmde.G.V.Ratnam, DOT	Executive	Whole-time official	59	B.Tech, D.I.I.T(NA)
iii) Shri P.V.Ramana Murthy, DFN	Executive	Whole-time official	53	B.Com, ACA
iv) Shri Rakesh Srivastava, IAS	Non-Executive	Part-time official	49	M.Sc.
v) Dr.A.R.Goyal	Non-Executive	Part-time official	53	B.Sc., M.Sc., Ph.D
vi) Dr.S.Narasimha Rao	Non-Executive	Part-time Non-official	67	B.E, M.E, Ph.D
vii) Shri S.Balachandran	Non-Executive	Part-time Non-official	62	B.Sc, M.Sc
viii) Dr. Debashis Sanyal	Non-Executive	Part-time Non-official	50	M.Com, AICWAI, Ph.D
ix) Prof.Gautam Barua	Non-Executive	Part-time Non-official	54	B.Tech., M.Tech., Ph.D
x) Shri A.Soundararajan	Non-Executive	Part-time Non-official	53	B.Sc, FCA

#### Changes after 1/4/07

Name	Date	Nature of Change
i) Shri T.Srinidhi	13/04/2007	Cessation on appointment of Shri P.C.Dhiman
iii) Shri P.C.Dhiman, IAS	13/04/2007	Appointment in place of Shri T.Srinidhi
iii) Shri P.C.Dhiman, IAS	13/06/2007	Cessation on appointment of Shri Prabhakar
iv) Shri A.K.Bhalla, IAS	13/06/2007	Cessation on appointment of Shri Rakesh Srivastava
iv) Shri Rakesh Srivastava	13/06/2007	Appointment in place of Shri A.K.Bhalla
iv) Shri Prabhakar	13/06/2007	Appointment in place of Shri P.C.Dhiman
v) Shri K.R.Kishore, IAS	25/06/2007	Cessation
vi) Capt.S.S.Tripathi	12/09/2007	Appointment as CMD
vii) Shri Prabhakar	09/10/2007	Cessation on appointment of Dr.A.R.Goyal
viii) Dr.A.R.Goyal	09/10/2007	Appointment in place of Shri Prabhakar
ix) Shri A.K.Dhar	30/11/2007	Cessation as Director (Finance) on superannuation.
x) Shri P.V.Ramana Murthy	05/12/2007	Appointment as Director (Finance)
xi) Shri S.Balachandran	17/01/2008	Appointment
xii) Dr. Debashis Sanyal	17/01/2008	Appointment
xiii) Dr. Gautam Barua	17/01/2008	Appointment
xiv) Shri A.Soundararajan	17/01/2008	Appointment



## DREDGING CORPORATION OF INDIA LIMITED

### **Brief profile of the Directors appointed on or after 1/4/07 and continuing as on date of this report**

**Shri Rakesh Srivastava, IAS** is presently Joint Secretary (Ports) in Ministry of Shipping, Road Transport and Highways, Department of Shipping. He worked at various senior levels in Government including Joint Secretary/ Director in Ministry of Defence, Secretary, Irrigation Department and Secretary , Transport Department in Government of Rajasthan.

**Dr.A.R.Goyal** is presently Director (Finance) in the Ministry of Shipping, Road Transport and Highways. He has earlier worked in various Ministries like Ministry of Defence, Ministry of Agriculture, Ministry of Commerce. He has vast experience in administrative, technical, vigilance matters and also in trade negotiations with South/North East Asian Countries.

**Capt.S.S.Tripathi** started his career in Merchant Navy in Shipping Corporation of India and then joined Visakhapatnam Port Trust in which he held the post of Deputy Conservator before joining DCI as CMD. He has vast experience in pilotage, dredging, conservancy, safety and security management of Ships.

**Shri P.V.Ramanamurthy** has experience in Finance & Accounts. Prior to joining DCI as Director (Finance) he held the post of General Manager (Finance) in Bharat Dynamics Limited. He also worked earlier in Andhra Pradesh State Financial Corporation and Hindustan Aeronautics Limited.

**Shri S.Balachandran** is an expert in financial management, planning, capital budgeting, financial appraisal. He has 35 years of experience in Railways and on deputation outside in Corporate and other Government Sectors. In the Ministry (Railways Board), he worked as Executive Director(Resource mobilisation), Adviser(Finance) and Additional Member (Budget) for six years dealing with policy matters pertaining to railway finances, accounts, investment planning, funding strategies and budget processes in Parliament. He worked in Indian Railway Finance Corporation for about 10 years at the senior Management Level including as Managing Director. He also held Directorship in Boards of three companies viz., Railtel Corporation, Pipavav Rail Corporation and Karnataka Rail Infrastructure Development Enterprise. He also held the post of Joint Director in the Office Comptroller and Audit General of India. He was the Chief Data Processing Officer and Head of Computer Division with Nigerian Railway Corporation, Lagos for 3 1/2 years.

**Dr.Debashis Sanyal** is an expert in finance, accounting & control. He is a Member, Finance Committee of Power Finance Corporation and Member, Finance Advisory Committee of Power Grid. He was a Joint Director of the Institute of Cost and Works Accountants of India, Accounting Faculty in National Institute of Financial Management, and presently Professor in Finance in Management Development Institute, Gurgaon.

**Dr.Gautam Barua** is the Director of IIT, Guwahati and a Professor on Computer Science and Engineering. He specialises in Operating Systems and Networks. He is an IT consultant to many organisations, most prominently, Government of Assam. He is actively involved with many educational institutions in the North East. He is the Chairman, Board of Governors of NIT Silchar and in the Boards of many other institutions.

**Shri A.Soundararajan** has experience in the fields of Direct & Indirect taxes, Corporate and Economic Laws. He has more than 20 years experience in representing income tax matters at all levels on behalf of many individual and corporate clients. Further he was the Statutory Auditors/ Internal Auditors for many private limited, Public Limited and Government Companies, Nationalised Banks, Insurance Companies, Co-operative Spinning Mills and Sugar Mills. He started his own practice in the year 1983 in the name of M/s S.D.Raj Associates. He has experience in preparation of reports for Project Financing.

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## DREDGING CORPORATION OF INDIA LIMITED

### 2.ii Attendance Record of Directors : 2007-08

Twelve Board Meetings were held during the year 2007-08. Attendance of Directors at the meetings of Board of Directors during the financial year 2007-08 and the last Annual General Meeting held on 28.09.2007 is as follows:-

Name of the Director	No. of Board Meetings		Attended last AGM
	During tenure	Attended	
1. Capt.S.S.Tripathi	6	6	Yes
2. Cmde G.V.Ratnam	12	12	Yes
3. Shri P.V.Ramana Murthy	3	3	--
4. Shri Rakesh Srivastava	9	4	No
5. Dr.A.R.Goyal	5	4	--
6. Dr.S.Narasimha Rao	12	11	Yes
7. Shri S.Balachandran	2	1	--
8. Dr.Debashis Sanyal	2	2	--
9. Dr.Gautam Barua	2	0	--
10. Shri A.Soundararaajan	2	2	--
11. Shri K.R.Kishore	3	3	--
12. Shri A.K.Bhalla	3	2	--
13. Shri P.C.Dhiman	2	2	--
14. Shri Prabhakar	4	3	No
15. Shri T.Srinidhi	1	0	--
16. Shri A.K.Dhar	9	9	Yes

### 2.iii Number of other Boards or Board Committees in which Directors as on 31/3/08 are Members/ Chairperson:

Director	No. of outside position held	
	Directorships	Committee
1. Capt.S.S.Tripathi	3	-
2. Cmde G.V.Ratnam	-	-
3. Shri P.V.Ramana Murthy	-	-
4. Shri Rakesh Srivastava	3	-
5. Dr.A.R.Goyal	2	1
6. Dr.S.Narasimha Rao	-	-
7. Shri S.Balachandran	2	1
8. Dr.Debashis Sanyal	-	-
9. Dr.Gautam Barua	-	-
10. Shri A.Soundararaajan	-	-

### 2.iv Details of Board Meetings held during 2007-08

Sl.No.	Date	Place	No. of Directors Present
1.	06/04/2007	New Delhi	4
2.	18/04/2007	Chennai	5
3.	27/04/2007	New Delhi	6
4.	28/06/2007	New Delhi	5
5.	30/07/2007	New Delhi	5
6.	18/08/2007	Haldia	4
7.	13/09/2007	New Delhi	5
8.	26/10/2007	New Delhi	6
9.	28/11/2007	New Delhi	5
10.	17/12/2007	Cochin	5
11.	29/01/2008	Visakhapatnam	7
12.	23/02/2008	Visakhapatnam	6



## DREDGING CORPORATION OF INDIA LIMITED

### 3 AUDIT COMMITTEE

3.i The Audit Committee is constituted in accordance with the requirements of the provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The quorum for meetings of the Audit Committee is two Members or one third of the Members of the Audit Committee whichever is greater, but there should be a minimum of two independent Directors present.. The powers, terms of reference and regulations of the Committee have been fixed by the Board as per the provisions of Section 292 A of Companies Act,1956 read with the requirements of the Clause 49 of the Listing Agreement. The Company Secretary acts as Secretary of the Audit Committee. The Committee Meetings are also attended by Director (Finance) and Statutory Auditors. Further, Internal Auditors, Heads of Departments and senior executives attend the Audit Committee Meetings as and when required by Audit Committee.

### 3.ii The Constitution of Audit Committee as on 31-03-2008 is as under :-

1. Dr.S.Narasimha Rao : Chairman
2. Dr.A.R.Goyal : Member
3. Dr.Debashis Sanyal : Member
4. Shri A.Soundararaajan : Member

### 3.iii Meetings of the Audit Committee and attendance during the year 2007-08:

#### Details of Audit Committee Meetings held during the year 2007-2008:

Sl.No.	Date	Place	No. of Members Present
1.	27/04/2007	New Delhi	3
2.	28/06/2007	New Delhi	4
3.	30/07/2007	New Delhi	4
4.	18/08/2007	Haldia	3
5.	26/10/2007	New Delhi	4
6.	28/11/2007	New Delhi	3
7.	29/01/2008	Visakhapatnam	3
8.	23/02/2008	Visakhapatnam	2

#### Details of attendance in Audit Committee Meetings during 2007-08:

	Name of the Director	No. of Meetings	
		during tenure	Attended
1.	Dr.S.Narasimha Rao	8	6
2.	Dr.A.R.Goyal	4	3
3.	Dr.Debashis Sanyal	1	1
4.	Dr.A.Soundararaajan	1	1
5.	Shri Prabhakar	3	3
6.	Shri Rakesh Srivastava	6	3
7.	Shri A.K.Bhalla	1	1
8.	Cmde.G.V.Ratnam	7	7

### 4 REMUNERATION OF DIRECTORS

4.i DCI being a Government of India Undertaking, the remuneration payable to its whole-time Directors is as per the Rules and Regulations prescribed by the Government of India, received through the Administrative Ministry, Ministry of Shipping, Road Transport and Highways. Hence, the Company has not constituted any remuneration Committee.

4.ii The part-time official (Government) Directors do not receive any remuneration from the Company.

4.iii The Part-time Non-Official Directors are paid sitting fees of Rs.3,000/- for each Board/Committee meeting attended by them.



## DREDGING CORPORATION OF INDIA LIMITED

4.iv DCI does not have a policy of paying commission on profits to any of the Directors of the Company.

4.v Remuneration paid to Whole time Directors during 2007-08 is as under :-

(Rs. in lakhs)				
Name	Salary	P.F.Contribution	Medical	Total
1. Chairman-cum-Managing Director*	3.86	0.36	0.07	4.29
2. Director (Operations & Technical)	6.80	0.64	0.09	7.53
3. Director (Finance)**	7.30	0.59	0.00	7.89

\* Capt.S.S.Tripathi took over charge as Chairman-cum-Managing Director from 12/09/2007

\*\* Shri A.K.Dhar was Director (Finance) upto 30/11/2007. Shri P.V.Ramana Murthy took over charge as Director(Finance) from 05/12/2007.

4.vi In addition to the above, wherever necessary, the travelling, hotel and other related expenditure is being arranged/ reimbursed to the Directors for attending the Board and other meetings.

### 5. SHAREHOLDERS COMMITTEE

#### SHAREHOLDERS/INVESTOR GRIEVANCE COMMITTEE

The Shareholders/ Investor Grievance Committee has been looking into grievances of shareholders/ investors and to suggest remedies and measures for improvement.

5.i The constitution of the Shareholders/ Investors Grievance Committee as on 31/3/2008 is as under :-

- i) Dr.S.Narasimha Rao : Chairman
- ii) Shri S.Balachandran : Member
- iii) Shri P.V.Ramana Murthy : Member

The Committee held one meeting during the year in the month of February, 2008.

5.ii Company Secretary is designated as Compliance Officer.

5.iii A total of 358 complaints were received during the year 2007-08. There are no pending complaints as on 31/3/08

5.iv The R&T Agents have made every effort to resolve the complaints to the satisfaction of the investors

#### SHARE TRANSFER COMMITTEE

The Company has a Share Transfer Committee constituted in the year 1997. As on 31<sup>st</sup> March, 2008, the Share Transfer Committee has Chairman -cum- Managing Director, Director (Finance) and Director(Operations & Technical) as members. The Committee is authorized to approve transfer and transmission of shares of the Company. Share transfer/ transmission and other important matters are attended in time under the control of Company Secretary. As on 31-3-08 the company had 56,619 shareholders. The company has been taking all steps to ensure that shareholder related activities are given top priority and matters are attended to immediately. M/s Karvy Computershare Private Limited, Hyderabad is the Registrar and Transfer Agent of the Company providing the services of physical share registry work and electronic interface facility with the depositories.

### 6 GENERAL BODY MEETINGS

6.i Details of last 3 Annual General Meetings:-

	2004-05- 29th AGM	2005-06- 30th AGM	2006-07-31st AGM
1. Date	29-9-2005	28-9-2006	28-9-2007
2. Time	1000 hrs.	1000 hrs.	1000 hrs.
3. Venue	NDMC Indoor Stadium, Talkatora Garden New Delhi 110001	NDMC Indoor Stadium, Talkatora Garden, New Delhi 110001	Siri Fort Auditorium August Kranti Marg New Delhi - 110049



## DREDGING CORPORATION OF INDIA LIMITED

- 6.ii During the previous year, no special resolution was passed through postal ballot.
- 6.iii There is no proposal before the AGM of this year requiring conduct through postal ballot.

### 7 DISCLOSURES

- 7.i In terms of Accounting Standard 18(Revised-2000), no disclosure is required in the financial statements of State controlled enterprise (An enterprise which is under the control of the Central Government and/or State Government) as regards related party relationships with other State controlled enterprises and transactions with such enterprises. The related party transactions of DCI for the year 2007-08 are only with other State controlled enterprises.
- 7.ii The Company has complied with the requirements of regulatory authorities on matters related to Capital Markets and no penalties/ strictures have been imposed against the Company by Stock Exchange or SEBI or any statutory authority during the last 3 years.
- 7.iii DCI is a Government of India undertaking and there are established Government guidelines and mechanism of reporting illegal or unethical behaviour. Employees are free to report violation of laws, rules, regulations or unethical conduct to their immediate supervisor/Chief Vigilance Officer/ Chairman-cum- Managing Director. The Directors and senior management are obligated to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practices. No employee has been denied access to the Audit Committee.

- 7.iv a) **Code of Conduct for Board Members and Senior Management:-** The Board in its meeting held on 6-12-2005 has adopted Code of Conduct for Board Members and Senior Management Personnel ('Code') as per the requirements of Clause-49 of the listing agreement. The Code lying down, in detail the standards of the conduct, ethical and transparent process in managing the affairs of the Company, centres around the following theme:-

" The Company's Board Members and Senior Management Personnel shall act in accordance with the highest standard of honesty, integrity, fairness and ethical Conduct while working for the Company as well as representing the Company without allowing their Independent judgement to be subordinated and fulfill the fiduciary obligations."

A copy of the Code has been posted on the Company's website [www.dredge-india.com](http://www.dredge-india.com). The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Chairman-cum-Managing Director is given below:-

" I hereby confirm that the Company has obtained from all members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the Financial year 2007-08.

-Sd-

(Capt.S.S.Tripathi)

Chairman-cum- Managing Director"

- b) During the year under review, the Company has not raised any money through public issue, right issue, preferential issue etc.
- c) The Company does not have any subsidiary company.
- d) Reference is invited to Note9(g) of Notes on Accounts. As per the Expert Advisory Committee of ICAI's Opinion, received on 31st May, 2008, the account of issue of spares to vessels needs to be modified so as to be in conformity with AS 10. The effect of these changes are not quantifiable. The Company proposes to implement the same from the financial year 2008-09 onwards after examining all issues involved. The Company has followed the other prescribed Accounting Standards in preparation of the financial statements for the year 2007-08.
- e) All major contracts before being undertaken by the Company are subjected to risk assessment at different departmental levels in the Company as per the different Government guidelines. The Company has constituted a Risk Management Committee consisting of senior officers of the Company to lay down a mechanism for risk assessment and minimisation procedures. The Committee's role is to list out the risks to which the properties, revenue, personnel and prestige of the Company are exposed, list out the coverage available and also the steps taken to mitigate the risk and also to review the adequacy of the existing procedures and policies to identify the risks and coverage.



## DREDGING CORPORATION OF INDIA LIMITED

- f) The Management Discussion and Analysis Report forms part of this Annual Report .
- g) No disclosures have been received to the Board from any senior management regarding any personal interest that may have conflict with the interest of the Company at large in any material financial and commercial transaction.
- h) The CEO i.e., Chairman-cum- Managing Director and CFO i.e Director (Finance) have provided the prescribed certification as contained in Clause 49 (V) regarding the financial statements for the year 2007-08
- i) The Company has been submitting the quarterly compliance report on Corporate Governance to the Stock Exchanges within 15 days from the close of each quarter.

### j) Compliance of Non-Mandatory Requirements

#### 1) The Board

The Company has an Executive Chairman. DCI, being a Government Company, the appointment and tenure of the Directors are decided by the Government of India. However, the tenure of the independent Directors has not exceeded the prescribed period of nine years stipulated in the Clause. The Independent Directors are highly qualified and experienced to contribute effectively to the Company in their capacity as independent directors.

#### 2) Remuneration Committee

DCI, being a Government company, the remuneration of the executive Directors, who are Government appointees is decided as per the Rules and regulations of the Government and DPE Guidelines. Hence, the Company has not constituted a Directors Remuneration Committee.

#### 3) Shareholders Rights

The financial results are posted on the EDIFAR Website as also the Company's website after declaration by the Board/ Shareholders. The results are also published in the newspapers within the time limits prescribed under the Listing Agreement.

#### 4) Audit Qualification

Efforts are being made to be have unqualified financial statements.

#### 5) Training of Board Members

Besides the executive Directors who have wide experience, the Non-Executive Directors are professionals having vast experience in the fields of Management, Finance, Ocean Engineering, IT, administration etc. The Company Board is also represented by a senior IAS Officer. The executive Directors participate in the Seminars, conferences of professional bodies.

#### 6) Mechanism for evaluating non-executive Members

DCI, being a Government Company, where the Directors are appointed by the Governemnt, the requirement of performance evaluation for non-executive directors as envisaged in the clause does not apply.

#### 7) Whistle Blower Policy

Whistle Blower Policy is followed as per Central Vigilance Commission Guidelines.

### 8. Means of Communication:

#### i Quarterly Results

The schedule of consideration of quarterly results by the Board for the year 2008-09 is as under:

- a) Results for the 1st quarter ending 30th June, 2008 : on 25.07.2008.
- b) Results for the 2nd quarter ending 30th Sept. 2008 : On or before 31.10.2008.
- c) Results for the 3rd quarter ending 31st Dec. 2008 : On or before 31.01.2009.
- d) Results for the 4th quarter ending 31st Mar., 2009 : On or before 30.04.2009.

ii The Quarterly Results are published in the English newspaper - "Business Line " - all editions and in the Hindi newspaper - "The Hindustan" - Delhi edition within 48 hours from the date of declaration.

iii The Quarterly Results are posted on the website of the Company - [www.dredge-india.com](http://www.dredge-india.com) after consideration and taking on record by the Board.



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- iv The website of the Company -www.dredge-india.com displays the official news releases, if any.
- v The website of the Company -www.dredge-india.com displays the presentations made to institutional investors or to the analysts, if any.

### 9 GENERAL SHAREHOLDERS INFORMATION :

The required shareholders information is given below :

- 9.i Annual General Meeting- Date, Time & Venue : on 29<sup>th</sup> September, 2008 at 1000 hrs. in Siri Fort Auditorium No.I, Siri Fort Cultural Complex, August Kranti Marg, New Delhi - 110049
- ii Financial Year : 1st April to 31st March next year.
- iii Date of Book closure : 09/09/2008 to 29/09/2008 (both days inclusive)
- iv Date of payment of dividend : The final dividend after declaration by the shareholders in the 32<sup>nd</sup> AGM to be held on 29-09-2008 would be paid tentatively by fourth week of October, 2008.

### v Listing on Stock Exchanges :

- i) National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
- ii) Delhi Stock Exchange Association Ltd.  
DSE House, 3/1 Asaf Ali Road, New Delhi - 110 002
- iii) Stock Exchange, Mumbai ,  
1st Floor, New Trading Ring, Rotunda Building,  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
- iv) Calcutta Stock Exchange Association Ltd.  
7, Lyons Range, Kolkata - 700 001.

Annual Listing fee for the financial year 2008-2009 has been paid to all the Stock Exchanges

### vi Stock Codes :

- National Stock Exchange : DREDGECORP
- Delhi Stock Exchange : 6398
- Mumbai Stock Exchange : 523618
- Kolkata Stock Exchange : 14050
- For trading in demat form: ISIN No. : INE 506A01018

### vii Market price data of the Company in comparison to BSE Sensex and NSE (S&P CNX NIFTY) during 2007-2008

Month	BSE Share Price		BSE SENSEX		NSE Share Price		NSE (S&P CNX NIFTY)	
	High	Low	High	Low	High	Low	High	Low
April'07	535.00	461.00	14,383.72	12,425.52	569.00	473.00	4217.90	3617.00
May'07	558.00	500.15	14,576.37	13,554.34	556.50	500.00	4306.75	3981.15
June'07	525.00	492.00	14,683.36	13,946.99	524.70	466.95	4362.95	4100.80
July'07	564.00	480.00	15,868.85	14,638.88	561.00	485.00	4647.95	4304.00
August'07	580.00	520.00	15,542.40	13,779.88	578.00	511.15	4532.90	4002.20
September'07	728.00	542.00	17,361.47	15,323.05	724.40	552.00	5055.80	4445.55
October'07	917.00	585.00	20,238.16	17,144.58	907.00	582.55	5976.00	5000.95
November'07	1,356.10	830.00	20,204.21	18,182.83	1355.60	840.10	6011.95	5394.35
December'07	1,201.85	977.00	20,498.11	18,886.40	1200.20	980.00	6185.40	5676.70
January'08	1,253.70	623.80	21,206.77	15,332.42	1299.00	617.70	6357.10	4448.50
February'08	825.00	640.00	18,895.34	16,457.74	867.25	640.05	5545.20	4803.60
March'08	737.00	570.00	17,227.56	14,677.24	738.00	573.00	5222.80	4468.55

Source: Websites of the Stock Exchange, Mumbai and National Stock Exchange



## DREDGING CORPORATION OF INDIA LIMITED

### viii Registrar and share transfer agents:-

M/s Karvy Computershare Private Ltd., Hyderabad are the R & T Agents of the Company.

### ix Share Transfer System

The documentation part for processing of Share Transfers is done by the Registrars. The Registrars send a Memorandum of Share Transfers periodically to the Company for approval of the Share Transfer Committee of the Company. After approval of the Committee, the same is communicated to the Registrars and they endorse the Share Certificates in favour of the transferees and send them to the transferees. Share Transfers are registered and Share Certificates are despatched within a period of 30 days from the date of the receipt, if documentation is correct and valid in all respects.

### x Distribution of shareholding as on 31/03/2008

Category	No. of shares held	Percentage of shareholding
<b>A. Promoter Group</b>		
1 Indian (President of India and his nominees)	21997700	78.56
2 Foreign	-	-
<b>Total shareholding A = A(1) + A(2)</b>	<b>21997700</b>	<b>78.56</b>
<b>B Public Shareholding</b>		
1 Institutional		
a. Mutual funds and UTI	1140062	4.07
b. Financial Institutions/Banks	17310	0.06
c. Central / State Govt. (s)	-	-
d. Venture Capital Funds	-	-
e. Insurance Companies	1497691	5.35
f. Foreign Institutional Investors	1190824	4.25
g. Foreign Venture Capital Investors	-	-
h. Any other	-	-
<b>Sub - total B(1)</b>	<b>3845887</b>	<b>13.74</b>
2 Non-Institutions		
a Bodies Corporate	592720	2.12
b Individuals		
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	1451631	5.18
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	69066	0.25
c Any Other (Specify)		
(i) Non-resident Indians	29255	0.10
(ii) Trusts	2387	0.01
(iii) Clearing Members	5120	0.04
<b>Sub - total- B (2)</b>	<b>11354</b>	<b>7.70</b>
Total Public Shareholding B = B(1) + B (2)	6002300	21.44
<b>GRAND TOTAL A+ B</b>	<b>28,000,000</b>	<b>100.00</b>

### xi Dematerialisation/ Rematerialisation of Shares and liquidity :-

The shares of the Company are traded compulsorily in dematerialised form.

Out of 2,80,00,000 fully paid up shares of Rs.10/- each 2,19,97,700 shares (78.56%) are held by the President of India and nominees and the remaining 60,02,300 shares (21.44%) are held by others. As on 31.03.2008 of the 60,02,300 shares held by others, 59,97,350 are held in dematerialised form. In the year 2007-08, 238 shares have been dematerialized covering 8 demat requests. During the year, 3 requests for Rematerialisation of Shares for a total of 28 shares were received. As per the requests, Rematerialised Share Certificates were issued.

### xii Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity :-

The Company has not issued and hence has no Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.



## DREDGING CORPORATION OF INDIA LIMITED

### xiii Project Locations :-

The project offices of the Company at present are situated at Haldia, Kolkata, Paradeep, Visakhapatnam, Chennai, Nagapattinam, Rameswaram, Cochin, Mangalore, Mumbai. The Registered Office of the Company is at New Delhi and the Head Office is at Visakhapatnam.

### xiv Address for investors correspondence :

#### Company

Company Secretary  
Dredging Corporation of India Limited.  
Company Secretary Department  
"Dredge House", Port Area,  
Visakhapatnam - 530035.  
Phone: 0891- 2566537/ 2871 207/298  
Fax:0891 - 2529846/ 2560581/ 2565920  
e-mail : sreekanth@dredgeindia.co.in

#### Registrar & Transfer Agent :-

UNIT : Dredging Corporation of India Ltd.  
Karvy Computershare Private Limited  
Plot No. 17 to 24, Vithal Rao Nagar, Madhapur  
Hyderabad- 500 081  
Phone : (040) 23420818  
Fax : (040) 23420814  
e-mail : mailmanager@karvy.com  
(Please mention Unit name as Dredging Corporation of India Ltd. in all correspondence with R&T Agent.)

## 10 OTHER INFORMATION :

### a. Board Meetings, its Committee Meetings and procedure:

The minimum number of Meetings of the Board/ Committee(s) of the Board as required under the Companies Act/ Listing Agreement are held every year. The meetings of the Board, scheduled one year in advance, are more or less held on the scheduled dates. Apart from the above, additional Board Meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation which are placed in the next meeting of the Board. The information placed before the Board includes:-

- i. Annual operating plans and budgets and any updates.
- ii. Capital budgets and any updates.
- iii. Quarterly results for the Company and its operating divisions/ business segments.
- iv. Minutes of the meetings of Audit Committee and other Committee of the Board.
- v. The information on recruitment and remuneration of senior officers just below Board level, including appointment or removal of Chief Financial Officer and Company Secretary.
- vi. Show Cause, demand, prosecution notices and penalty notices which are materially important.
- vii. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- viii. Any material default in financial obligations to and by the Company, or substantial non-payment for services rendered by the Company.
- ix. Any issue, which involves possible public liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- x. Details of any joint venture or collaboration agreement.
- xi. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property, if any.
- xii. Significant labour problems and their proposed solutions. Any significant development in human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- xiii. Sale of material nature, if any, of investments, subsidiaries, assets, which is not in normal course of business.
- xiv. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- xv. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- xvi. Terms of reference of the Board Committees

### b. Agenda for Board / its Committee meetings:

All departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/ approval/ decision or for information at the Board/ Committee meetings. The Members of the Board have complete access to all information on the organization. The Chairman-cum- Managing Director in consultation with the other functional Directors and senior management personnel finalises the agenda papers for the Board Meetings which are then communicated to the Company Secretary in advance for



## DREDGING CORPORATION OF INDIA LIMITED

circulation to the Board/ Committee Members. The Board Agenda comprising of the Board notes, management reports and other explanatory notes are circulated to the Directors in advance. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted. Sensitive subject matters may be discussed at the meeting without written material being circulated advance.

**c. Post meeting Follow-up Mechanism:**

Follow-up Report on the decisions/ minutes of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/ Committee.

**d. Recording of Minutes of proceedings at Board and Committee Meetings:**

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. The Minutes after approval of the Chairman are circulated to all the members of the Board and Committee meetings. The Minutes are confirmed in the next meeting of the Board/ Committee. The minutes of proceedings of a meeting are entered in the Minutes Book within 30 days from the conclusion of that meeting.

**e. Secretarial Audit :**

As per the requirements of the Listing Agreement with the Stock Exchanges, a Secretarial Audit is undertaken on quarterly basis for all the quarters in the year 2007-08 for the purpose of reconciliation of total admitted capital with both the depositories and the total issued and listed capital of the Company. The Secretarial Audit Report obtained from M/s P.N.Rao & Co., Company Secretaries, Visakhapatnam was submitted to the Delhi, Mumbai, Calcutta Stock Exchanges and to National Stock Exchange for all the quarters and was also placed before the Board for information.

**f.** As per Clause 51 of the Listing Agreement, financial results and shareholding pattern are filed on Electronic Data Information Filing and Retrieval (EDIFAR) website maintained by National Informatics Centre (NIC). The Company Secretary as the Compliance Officer is responsible for filing the above information in the EDIFAR system.

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### CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
**DREDGING CORPORATION OF INDIA LIMITED**

We have examined the compliance of conditions of Corporate Governance by Dredging Corporation of India Limited, for the year ended 31.03.2008, as stipulated in Clause 49 of the listing agreement of the said company with Stock exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We state that as per the records maintained by the Company, no investor grievance is remaining pending for a period exceeding one month.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**As per our Report of even date  
For Ambika & Isha  
Chartered Accountants  
-sd-**

Place : Visakhapatnam  
Date : 18th July, 2008

**(K.AMBIKA PRASAD)  
Partner**



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDIAN DREDGING - OUTLOOK & POLICY GUIDELINES

1. India has an extensive coastline of approximately 7,500 kilometers. There are 12 major ports under the administrative control of the Ministry of Shipping, Road Transport and Highways (MoSRTTH), approximately 180 non-major ports under the administrative control of the Government of India (GOI), State Governments and private ports. As per the 11th Plan Working Report, Shipping plays an important role in the transport sector of India's economy. Approximately, 95% of the Country's Exim merchandise trade by volume (70% in terms of value) is moved by sea. India has one of the largest merchant shipping fleet among the developing countries and is ranked 20th in the world. Dredging both capital and maintenance plays an important role in taking up the challenges of increased vessels sizes and handling operations of the Ports. With the developments that have taken place in the Port Sector during the recent past, the requirement of dredging has also increased manifold. The expenditure on dredging is about 20% of the operating expenditure of Major Ports for the year 2005-06. The total achievements of capital dredging in Major Ports during the 10th plan period is expected to be 15.20 million Cu.M against the projection of 138.08 million Cu.M. resulting in a shortfall of about 89% which is mainly because of non-implementation of projects. During the 11th Plan period, the total Capital dredging requirement of Major Ports and Sethusamudram Shipchannel Project is estimated to be 298.28 million Cu.M. The requirement for maintenance dredging is projected to be 380.06 million Cu.M. The total dredging requirement during the 11th Plan period as estimated by state Ports and Fishing Harbours is 401.07 million Cu.M which include 33.89 Cu.M of maintenance dredging.
2. While formulating the National Maritime Development Programme (NMDP) around 25 major projects with a cost of Rs.6304 crore have been identified by Major Ports, broadly for deepening of channels and enhancing the available draft at berths during the 11th Plan period.
3. The total capacity of Port dredgers during the 11th Plan would be 29.73 M.Cu.M against the requirement for maintenance dredging of 380.06 M.Cu.M. This is to be met by DCI as well as other agencies. DCI dredging capacity by end of 10th plan period was 79.85 M.Cu.M. With the expansion plan contemplated, the capacity is expected to increase to 168 M.Cu.M by end of 11th Plan. The proposed outlay of DCI including spill over schemes of 10th Plan is about Rs.8142 crore. To meet the increased dredging requirement, it is proposed to form a new dredging organisation as an SPV between Shipping Corporation of India and Mumbai Port Trust.
4. Department of Shipping has issued the revised policy guidelines w.e.f 01/04/2007 for a period of 3 years which are as under:-
  - (i) All major ports shall invite open competitive bids for dredging works and Indian companies owning Indian flag dredgers, including Dredging Corporation of India (DCI) shall have the right of first refusal if the rate is within 10% of the lowest valid offer. This would apply to both maintenance and capital dredging works with sole exception of the maintenance dredging requirement of Kolkata Port for which separate instructions shall apply.
  - (ii) If more than one company owning Indian flag dredger participates in the tender, the right of first refusal will go to that Indian company which has quoted the lowest rate and is within 10% of the lowest valid offer.
  - (iii) All major ports may strictly adhere to the guidelines issued by the Central Vigilance Commission from time to time for processing the tenders in a transparent manner. Ports may ensure that a prequalification criteria is fixed in advance and should not be very stringent to restrict entry of certain potential Indian bidders. The prequalification conditions should be exhaustive, yet specific. The prescribed conditions should be clearly specified in the bid documents to ensure fair competition and transparency. Detailed instructions in this regard will be issued separately.
  - (iv) The Government of India through Department of Shipping reserves the right to assign, in public interest, any contract for dredging work in any of the major ports to DCI on nomination.
  - (v) Guidelines issued by DG(Shipping), Mumbai from time to time in terms of the relevant provisions of Merchant Shipping Act shall be applicable.

### CORPORATE PERFORMANCE

#### 5. Operations

DCI is the largest dredging company in India and has generally operated at close to 100% capacity utilization. The capacity utilization is the ratio of the amount actually dredged by DCI in a year and its derived annual dredging capacity. Annual dredging capacity is derived from a number of parameters, including installed hopper volume, estimated number of days of dredging, location, soil characteristics, number of loads and dumping distance. In 2007-2008, DCI operated at a capacity utilization of approximately 84.82% (based on actual days dredged and other relevant factors). The lower capacity utilization is mainly on account of decrease in the number of dredging days than targeted in respect of some dredgers due to extended dry-dock periods, emergency dry docking and break downs.

7. As on 31st March, 2008, the Company has made a contribution of Rs.24.50 crore towards equity for the Special Purpose Vehicle, Sethusamudram Corporation Limited. As on date the Company has contributed the full amount of Rs.30.00 crore towards equity constituting the share of the Company towards contribution for the Special Purpose Vehicle.



## DREDGING CORPORATION OF INDIA LIMITED

### 8. Financial Performance

	2007-08	(Rs Lakhs) 2006-07
Income from Operations	70532	57289
Other income	6615	5332
Total turnover	77147	62621
Profit before interest, depreciation and tax	19380	24507
Interest	130	210
Depreciation	4173	3658
Profit Before Tax	15077	20639
Provision for Current Tax	1600	1650
Provision for F.B.T	94	111
Provision for Wealth Tax	6	5
Excess provision of Corporate tax written back	(-)2105	0
Profit after Tax	15482	18873
<b>Capacity</b>		
Available capacity (Lakh cu.M.)	798.50	798.50
Utilised Capacity (Lakh Cu.M.)	677.30	763.80
Capacity utilisation (%)	84.82	95.65
Proposed/Declared Dividend %	150	150
including Interim Dividend %	75	60
Rs. Lakhs	4200	4200
Earnings Per Share (Rs.)	55.29	67.40
Book Value per share	442.42	404.68

### 9. OPPORTUNITIES AND THREATS

The Company perceives the following opportunities -

- targeted GDP growth rate of average 9% per annum during 11<sup>th</sup> Plan which is expected to result, among others, in increase in Port Traffic and Port Capacity during 11th Plan.
- Upcoming capital dredging projects at various Ports in India.
- Upcoming private ports.
- The Sethusamudram Ship Channel Project.
- Increased maintenance dredging requirements consequent to new capital dredging works.
- Growing International Trade volumes – opportunities abroad.

The Company perceives the following threats

- Increasing foreign competition.
- Increasing competition from Indian dredging companies.
- Frequent and expensive repairs to dredgers due to ageing.
- Inadequate dredging capacity.
- Non-availability of experienced and trained technical persons/ floating personnel which is mainly because of the not so attractive pay packages in the public sector.

### 10. INDIAN DREDGING MARKET OUTLOOK

During the 11th Plan while the consistent maintenance dredging requirements at the major ports are expected to continue, increasing private sector participation in port development and related capital dredging activity is expected. At the same time, the dynamics in the Indian market are rapidly changing. The key changes taking place include changes in customer profile for dredging companies from Government to private sector developers, changes in payment patterns for dredging work from a daily rate basis to quantitative or performance-based methods, the expansion of Indian port capacity and increasing participation of international companies in the Indian dredging market. Other developments include:

- Deeper draught requirements of Indian Ports.
- Tourism development and increasing need for beach nourishment.
- Land reclamation for low lying areas.
- Sethusamudram Ship Channel Project.

DCI's customers include Major Ports under the administrative control of the Ministry of Shipping, Road Transport & Highways (MoSRT&H), non-Major Ports under the administrative control of the Gol and State Governments, private ports, the Indian Navy and shipyards. The Indian dredging market is primarily maintenance dredging-oriented.

### 11. RISKS AND CONCERNS

- While the procurement action for acquisition of new dredgers have projected a high cost of construction of new dredgers, the emerging competitive market scenario indicates lower rate of returns on the capital expenditure, thus hindering the additions to the capacity and filling the gap between the present capacity with the Company and the growing demand within the Country.
- the inadequate dredging capacity with Company has resulted in chartering-in of dredgers, the expenditure of which, owing to the present market conditions is on the higher side effecting the profitability.



## DREDGING CORPORATION OF INDIA LIMITED

### 12. INITIATIVES TAKEN/FUTURE PLANS OF THE COMPANY

Keeping the various developments in the dredging industry in view, your Company has initiated action in several areas, including:

- Consolidation of share in maintenance dredging in India
- More participation in capital dredging – acquiring necessary skills, training company personnel, acquiring/chartering dredgers.
- Acquisition of dredgers with fuel efficient design and advanced technology, fitted with sophisticated and state-of-the-art technology, i.e.  
Three 5,000 cu m capacity trailer suction hopper dredger  
One 2,000 cu m solids per hour dumb Cutter Suction Dredger  
Order has been placed with Mazagaon Dock Limited, Mumbai in October, 2005 for procurement of one number Cutter Suction Dredger of 2000 Cu.M solids per hour capacity and is expected to be delivered during last quarter of 2008. Order has been placed in October, 2007 for procurement of two survey launches which are expected to be delivered in November, 2008. Action is on hand for procurement of three numbers 5000 Cu.M hopper capacity Trailer Suction Hopper Dredgers. Action is also on hand for procurement of Backhoe dredger and two hopper barges.
- Optimizing capacity utilization – continuous project monitoring and review, increased use of IT, reducing dredger and equipment downtime through appropriate maintenance strategies
- Develop strategic alliances and international joint ventures to increase international presence
- Benchmarking against international dredging companies and reviewing strategic initiatives with the help of leading management consultants
- Reducing costs –  
Operational costs - Focusing on fuel efficiency in ship operations, streamlining spare parts procurement systems  
Financing costs – Entering into full currency swaps in respect of foreign currency loans to hedge against exchange and interest rate fluctuations
- Close monitoring of repairs

### 13. CHARTER - IN OF TRAILER SUCTION HOPPER DREDGERS

To augment DCI's capacity and keeping in view the likely growth in the dredging market, the company has been Chartering - in dredgers to augment capacity for working in Sethusamudram Ship channel Project. .

### 14. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has reasonable system of delegation at proper levels and an adequate system of internal control commensurate with its size and nature of its business. The Company has an adequate and independent internal audit department for conducting extensive audit of various important operational and financial matters both at Head Office and at projects. The internal controls are reviewed by the Internal Audit Department. The Vigilance Department deals with vigilance and disciplinary cases with emphasis on preventive vigilance. C&AG conducts proprietary audit. The Company has formed an Audit Committee of Directors consisting of four non-executive directors. Significant audit observations and follow up action thereon are reported to the Audit Committee. The proceedings of the Audit Committee are submitted to the Board.

### 15. INDUSTRIAL RELATIONS

The industrial relations in the Corporation continued to be cordial throughout the period under report.

### 16. CAUTIONARY STATEMENT

Statements in this "Management Discussion and Analysis" describing the objectives, expectations, assumptions or predictions of the Company may be forward-looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the operations of the Company include economic conditions affecting demand/supply, price conditions in the domestic and international markets, Government policies and regulations, statutes and other incidental factors.

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# DREDGING CORPORATION OF INDIA LIMITED

## AUDITORS' REPORT

To  
The Members

### **DREDGING CORPORATION OF INDIA LIMITED.**

1. We have audited the attached Balance Sheet of DREDGING CORPORATION OF INDIA LIMITED, VISAKHAPATNAM as at 31<sup>st</sup> March, 2008 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An Audit includes examining on test basis evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraph 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - (iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - (iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956, except for accountal of issues of spares to vessels.
  - (v) The provisions of Section 274(1)(g) of the Companies Act, 1956 are not applicable to this company vide number 2/5/2001-CL-V : General Circular No.8/2002 dated 22-03-2002 issued by Ministry of Law, Justice and Company Affairs, Department of Company Affairs.
  - (vi) Reference is invited to Note 9(g) of Notes on Accounts. As per the Expert Advisory Committee of ICAI's opinion, the accounting practice of charging off spares to expenditure as when issued to dredgers is not in accordance with the provisions of AS 10 and its effect on current year's profit is not quantifiable.
  - (vii) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Accounting Policies and Notes on Accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
    - (a) in the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2008;
    - (b) in the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and
    - (c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**For Ambika & Isha**  
**Chartered Accountants**  
-sd-  
**(K.AMBIKA PRASAD)**  
**Partner**  
**Membership No. 024006**

**Place : Visakhapatnam**  
**Date : 20<sup>th</sup> June 2008**

### **ANNEXURE TO AUDITORS' REPORT**

(Referred to in paragraph (3) of our Report of even date)

- (i)
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) All the fixed assets have been physically verified by the management during the year in a phased manner. As informed to us, no material discrepancies were noticed on such verification.
  - (c) The Company has not disposed off substantial part of the fixed assets during the year and the going concern status of the company is not affected.
- (ii)
  - (a) Physical verification of inventory has been conducted by the management at reasonable intervals during the year.



## DREDGING CORPORATION OF INDIA LIMITED

- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The Company has maintained proper records of inventory. As informed to us, no material discrepancies were noticed on physical verification as compared to the book records.
- (iii) (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.  
In view of the above, clause 4 (iii) (b), (c) and (d) are not applicable.
- (e) The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.  
In view of the above, Clause 4 (iii) (f) and (g) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal control.
- (v) (a) According to the information and explanations given to us, there were no contracts or arrangements referred to in Section 301 of Companies Act, 1956 that need to be entered into the Register required to be maintained in pursuance of Section 301 of the Companies Act, 1956.  
In view of the above, Clause 4 (v) (b) is not applicable.
- (vi) The Company has not accepted any deposits from the public during the year
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) The Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of the nature of business carried on by the Company.
- (ix) (a) The Company is generally regular in depositing the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of afore mentioned dues were in arrears, as at 31<sup>st</sup> March, 2008 for a period of more than six months from the date they became payable.
- (b) According to information and explanations given to us, there were no statutory dues that have been deposited on account of dispute.
- (x) The Company has no accumulated losses and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) The Company has not defaulted in repayment of dues to financial institutions or banks. As there are no debentures, the question of repayment does not arise.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- (xiv) The Company has not been dealing or trading in shares, securities, debentures and other investments. Therefore, clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions. Therefore, clause 4(xv) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xvi) The Company has not obtained any term loans during the year and therefore, clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xvii) The Company has not raised any funds on short-term basis or long-term basis during the year and therefore, clause 4(xvii) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company has not issued debentures during the year and therefore, the clause 4(xix) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- (xx) The Company has not raised money by public issue during the year and therefore, the clause 4 (xx) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- (xxi) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

**For Ambika & Isha**  
**Chartered Accountants**  
-Sd-  
**(K.AMBIKA PRASAD)**  
**Partner**

**Place : Visakhapatnam**  
**Date : 20<sup>th</sup> June 2008**

**Membership No. 024006**



## **DREDGING CORPORATION OF INDIA LIMITED**

### **COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 619 (4) OF THE COMPANIES ACT, 1956 ON THE ACCOUNTS OF DREDGING CORPORATION OF INDIA LIMITED, VISAKHAPATNAM, FOR THE YEAR ENDED 31st MARCH, 2008.**

The preparation of financial statements of Dredging Corporation of India Limited, Visakhapatnam for the year ended 31 March 2008 in accordance with the financial reporting framework prescribed under the Companies Act, 1956 is the responsibility of the management of the company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 619(2) of the Companies Act, 1956 is responsible for expressing opinion on these financial statements under Section 227 of the Companies Act, 1956 based on independent audit in accordance with the auditing and assurance standards prescribed by their professional body the Institute of Chartered Accountants of India. This is stated to have been done by them vide their Audit Report dated 20th June 2008.

I on the behalf of the Comptroller and Auditor General of India have conducted a supplementary audit under section 619 (3) (b) of the Companies Act, 1956 of the financial statements of Dredging Corporation of India Limited, Visakhapatnam for the year ended 31 March 2008. This supplementary audit has been carried out independently and is limited primarily to inquiries of the Statutory Auditors and company personnel and a selective examination of some of the accounting records. Based on my supplementary audit I would like to highlight the following significant matters under Section 619(4) of the Companies Act, 1956 which have come to my attention and which in my view are necessary for enabling a better understanding of the financial statements and the related Audit Report.

#### **A. Comments on Profitability**

##### **Profit & Loss Account-**

##### **Income from Operations (Schedule VIII) -Rs 705.32 Crore**

1. The above is overstated by Rs 11.69 crore in respect of the following claims of the company disputed by the customer :
  - i) Hire charges in respect of time utilised for taking bunkers by the dredgers and
  - ii) Charges for mobilisation and demobilisation of the dredgers

As the claims have been disputed by the customer, the revenue recognition should have been postponed as per Accounting Standard-9 prescribed under section 211(3C) of the Companies Act, 1956. This has resulted in overstatement of Sundry debtors (Schedule VI) by Rs 13.61 crore, Current liabilities (Schedule VII) by Rs.1.92 Crore with consequent overstatement of profit for the year by Rs 11.69 crore.

#### **B. Comments on Financial position**

##### **Balance sheet-**

##### **Application of Funds**

##### **Fixed Assets (Schedule IV)**

##### **Gross Block – Rs 923.57 Crore**

2. The Company had accounted the swap charges paid to hedge the fluctuations of foreign exchange rates in respect of loans taken for procurement of two dredgers as revenue expenditure instead of adjusting to carrying amount of the dredgers as prescribed in Accounting Standard-11. This has resulted in understatement of gross block of Fixed assets by Rs 3.60 crore and Cumulative depreciation by Rs 0.37 crore with consequent understatement of Profit for the year by Rs 3.23 crore.

**For and on behalf of the  
Comptroller and Auditor General of India**

**-SD-**

**(ROY MATHRANI)**

Principal Director of Commercial Audit  
and Ex-officio Member, Audit Board,  
Hyderabad

Place : HYDERABAD  
Dated : 6<sup>th</sup> August 2008



**ANNEXURE TO THE DIRECTOR'S REPORT**

**MANAGEMENT'S REPLY ON COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 619 (4) OF THE COMPANIES ACT, 1956 ON THE ACCOUNTS OF DREDGING CORPORATION OF INDIA LIMITED, VISAKHAPATNAM, FOR THE YEAR ENDED 31st MARCH, 2008.**

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**COMMENTS OF COMPTROLLER AND AUDITOR  
GENERAL OF INDIA**

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**MANAGEMENT'S REPLY**

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**A. Comments on Profitability**

**Profit & Loss Account-**

**Income from Operations (Schedule VIII) -Rs 705.32  
Crore**

1. The above is overstated by Rs 11.69 crore in respect of the following claims of the company disputed by the customer :

- i) Hire charges in respect of time utilised for taking bunkers by the dredgers and
- ii) Charges for mobilisation and demobilisation of the dredgers

As the claims have been disputed by the customer, the revenue recognition should have been postponed as per Accounting Standard-9 prescribed under section 211(3C) of the Companies Act, 1956. This has resulted in overstatement of Sundry debtors (Schedule VI) by Rs 13.61 crore, Current liabilities (Schedule VII) by Rs.1.92 Crore with consequent overstatement of profit for the year by Rs 11.69 crore.

**B. Comments on Financial position**

**Balance sheet-**

**Application of Funds**

**Fixed Assets (Schedule IV)**

**Gross Block – Rs 923.57 Crore**

2. The Company had accounted the swap charges paid to hedge the fluctuations of foreign exchange rates in respect of loans taken for procurement of two dredgers as revenue expenditure instead of adjusting to carrying amount of the dredgers as prescribed in Accounting Standard-11. This has resulted in understatement of gross block of Fixed assets by Rs 3.60 crore and Cumulative depreciation by Rs 0.37 crore with consequent understatement of Profit for the year by Rs 3.23 crore.

The subject bills amounting to Rs 11.69 Crore have been claimed in accordance with the agreement between Dredging Corporation of India Ltd (DCI) & Sethusamudram Corporation Ltd (SCL) and the income is recognised on this basis.

As per the agreement, all the claims made on SCL are subject to adjustment against final rate per Cum to be finalised by the AS & FA Committee constituted by the Ministry. Upon finalisation of rate per Cum by the Committee, necessary adjustments as may be required will be carried out. Reference is invited to Note no 9 (h) of notes forming part of the Accounts. In view of the above, there is neither overstatement of Sundry debtors nor overstatement of profit for the year by Rs 11.69 Crore.

The swap charges were incurred subsequent to commissioning of the asset and was rightly charged off to revenue and which is in line with the revised AS -11.

The asset was commissioned in 2000 and as per the loan agreement, the entire loan will be discharged by August, 2009. Exchange derivative is an independent activity to hedge the risk and do not form part of the procurement cost of the asset. Therefore, capitalising the swap charges at this stage is not warranted.

It is also to be stated that the Company will not have additional foreign exchange liability arising in this regard. Therefore, there cannot be any gain or loss on account of foreign currency fluctuations.

In view of the above, there is neither any understatement of gross block of Fixed assets nor understatement of profit for the year as said in the comment.



# DREDGING CORPORATION OF INDIA LIMITED

## BALANCE SHEET AS AT 31st MARCH 2008

(Rs. in Lakh)

	Schedule No.		As at 31-3-2008		As at 31-3-2007
<b>A. SOURCES OF FUNDS :</b>					
<b>1. SHARE HOLDERS' FUNDS</b>					
Share Capital	I	2800.00		2800.00	
Reserves and Surplus	II	<u>121078.47</u>	<u>123878.47</u>	<u>110510.55</u>	113310.55
<b>2. LOAN FUNDS:</b>					
Unsecured Loans	III		<u>1653.11</u>		3015.60
<b>TOTAL</b>			<u><b>125531.58</b></u>		<u><b>116326.15</b></u>
<b>B. APPLICATION OF FUNDS:</b>					
<b>1. FIXED ASSETS</b>					
Gross Block	IV	<u>92356.79</u>		84901.39	
LESS: Depreciation		<u>59157.71</u>		55175.88	
LESS: Impairment loss		<u>29.04</u>		30.17	
Net Block		<u>33170.04</u>		29695.34	
Capital work in progress		<u>23551.54</u>	<u>56721.58</u>	<u>14321.51</u>	44016.85
<b>2. INVESTMENTS:</b>					
	V		<u>2450.01</u>		1450.01
<b>3. CURRENT ASSETS, LOANS AND ADVANCES:</b>					
Inventories		<u>2956.00</u>		2258.98	
Sundry Debtors		<u>29659.33</u>		22972.14	
Cash and Bank Balances		<u>27340.94</u>		39855.44	
Other Current Assets		<u>13452.25</u>		12737.44	
Loans and Advances		<u>15955.01</u>		11832.47	
		<u>89363.53</u>		<u>89656.47</u>	
<b>LESS: CURRENT LIABILITIES AND PROVISIONS</b>					
Current Liabilities	VII			14999.23	
Provisions		<u>3180.89</u>		<u>3797.95</u>	
		<u>23003.54</u>		<u>18797.18</u>	
<b>Net Current Assets</b>			<u><b>66359.99</b></u>		<u><b>70859.29</b></u>
<b>TOTAL</b>			<u><b>125531.58</b></u>		<u><b>116326.15</b></u>
<b>Notes on Accounts</b>	XIV				
<b>Accounting Policies</b>	XV				

Schedules referred to above form an integral part of the Accounts.

For and on behalf of Board of Directors

-sd-

(CAPT.S.S.TRIPATHI)  
Chairman-cum- Managing Director

-sd-

(P.V.RAMANAMURTHY)  
Director (Finance)

-sd-

(K.ASWINISREEKANTH)  
Company Secretary

As per our Report of even date  
For Ambika & Isha  
Chartered Accountants

-sd-

(K.AMBIKA PRASAD)  
Partner

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008



# DREDGING CORPORATION OF INDIA LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2008

(Rs. in Lakh)

	Schedule No.	YEAR ENDED 31-3-2008		YEAR ENDED 31-3-2007	
<b>A. INCOME FROM:</b>					
Operations	VIII	70531.72		57289.09	
Others	IX	6614.79		5331.99	
		<u>77146.51</u>		<u>62621.08</u>	
<b>B. EXPENDITURE ON :</b>					
Operations	X	52271.71		34800.80	
Administration	XI	4984.35		2909.64	
Interest		130.03		209.71	
Depreciation		4173.39		3658.31	
Provisions	XII	509.75		402.83	
		<u>62069.23</u>		<u>41981.29</u>	
<b>PROFIT BEFORE PRIOR PERIOD ADJUSTMENTS :</b>		<b>15077.28</b>		<b>20639.79</b>	
<b>PRIOR PERIOD ADJUSTMENTS:</b>					
ADD : Credits	XIII	0.00		0.00	
LESS : Debits	XIII	0.00	0.00	1.24	(-)1.24
<b>PROFIT BEFORE TAX</b>		<b>15077.28</b>		<b>20638.55</b>	
LESS : Provision for Income Tax					
Current		1600.00		1650.00	
F.B.T		94.30		110.78	
Provision for Wealth Tax		6.35	1700.65	4.82	1765.60
ADD/DEDUCT: Excess/Short Provision of Corporate tax relating to earlier years			2105.23		0.00
<b>PROFIT AFTER TAX</b>		<b>15481.86</b>		<b>18872.95</b>	
DEDUCT : Transfer to Tonnage Tax Reserve U/s 115 VT of IT Act		3500.00		4200.00	
ADD : Balance brought forward from previous year		23254.72		15335.66	
DEDUCT : Interim Dividend paid		2100.13		1680.00	
: Proposed Dividend		2100.00		2520.00	
: Dividend Tax on					
: Interim Dividend Paid		356.92		235.62	
: Proposed Dividend		356.89	4913.94	428.27	4863.89
DEDUCT : Transfer to General Reserve		1550.00		1890.00	
<b>BALANCE OF PROFIT CARRIED OVER TO BALANCE SHEET</b>		<b>28772.64</b>		<b>23254.72</b>	
<b>Earnings per share: Basic / Diluted (in Rs)</b>		<b>55.29</b>		<b>67.40</b>	
(Note 9 (d) to Schedule - XIV)					
Notes on Accounts	XIV				
Accounting Policies	XV				

For and on behalf of Board of Directors

-sd-

(CAPT.S.S.TRIPATHI)  
Chairman-cum-Managing Director

-sd-

(P.V.RAMANAMURTHY)  
Director (Finance)

-sd-

(K.ASWINISREEKANTH)  
Company Secretary

As per our Report of even date  
For Ambika & Isha  
Chartered Accountants

-sd-

(K.AMBIKA PRASAD)  
Partner

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008



# DREDGING CORPORATION OF INDIA LIMITED

(Rs. in Lakh)

	As at 31-3-2008	As at 31-3-2007
<b>SCHEDULE - I</b>	<b>SHARE CAPITAL</b>	
<b>AUTHORISED:</b>		
3,00,00,000 Equity Shares of Rs.10/- each	<u>3000.00</u>	<u>3000.00</u>
<b>ISSUED, SUBSCRIBED AND PAID-UP:</b>		
For Cash - 1400 Equity Shares of Rs.10/- each fully paid	<u>0.14</u>	<u>0.14</u>
For consideration other than cash - 2,79,98,600 Equity Shares of Rs.10/- each allotted as fully paid	<u>2799.86</u>	<u>2799.86</u>
	<u>2800.00</u>	<u>2800.00</u>

	<b>RESERVES AND SURPLUS</b>			
<b>SCHEDULE - II</b>	<b>RESERVES AND SURPLUS</b>			
<b>CAPITAL RESERVE:(*)</b>				
As per last Balance Sheet	451.83			451.83
<b>GENERAL RESERVE:</b>				
As per last Balance Sheet	39704.00		37814.00	
Add: Transfer during the year	<u>1550.00</u>	41254.00	<u>1890.00</u>	39704.00
<b>RESERVE U/S 33AC OF THE INCOME TAX ACT 1961</b>				
As per last Balance Sheet		33300.00		33300.00
<b>RESERVE U/S 33AC UTILISATION ACCOUNT</b>				
As per last Balance Sheet		5600.00		5600.00
<b>TONNAGE TAX RESERVE U/S 115 VT OF IT ACT</b>				
As per last Balance Sheet	8200.00		4000.00	
Add: Transfer during the year	<u>3500.00</u>	11700.00	<u>4200.00</u>	8200.00
<b>PROFIT AND LOSS ACCOUNT</b>		<u>28772.64</u>		<u>23254.72</u>
		<u>121078.47</u>		<u>110510.55</u>

(\*) Represents Sale Proceeds / Claims realised in excess of original cost of Assets sold.

	<b>LOAN FUNDS</b>			
<b>SCHEDULE - III</b>	<b>LOAN FUNDS</b>			
<b>UNSECURED LOANS:</b>				
<b>From Foreign Banks</b>				
(Installments repayable within one year - Rs.1102.07 Lakh, previous year - Rs. 1362.50 Lakh)	1653.11			3015.60
	<u>1653.11</u>			<u>3015.60</u>

	<b>FIXED ASSETS</b>										(Rs. in Lakh)
DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As on 31-3-07	Additions in the year	Deductions/ Adjustments	As on 31-3-08	Upto 31-3-07	During the year	Deductions/ Adjustments	Upto 31-3-08	As on 31-3-08	As on 31-3-07	
1 LAND - FREE HOLD	35.98	0.00	0.00	35.98	0.00	0.00	0.00	0.00	35.98	35.98	
2 BUILDINGS	346.05	0.00	0.00	346.05	244.24	12.29	0.00	256.53	89.52	101.81	
3 DREDGERS	78722.13	4697.45	0.00	83419.58	51014.17	3825.63	0.00	54839.80	28579.78	27707.96	
4 ANCILLARY CRAFTS	1900.22	0.00	167.78	1732.44	518.99	115.91	164.42	470.48	1261.96	1381.23	
5 PIPELINE, BALL & SOCKETS, JOINTS ETC.	2632.01	2956.47	0.00	5588.48	2570.62	158.43	0.00	2729.05	2859.43	61.39	
6 OTHER OPERATIONAL ASSETS	331.84	7.54	52.68	286.70	195.00	8.02	14.42	188.60	98.10	136.84	
7 FURNITURE, FITTINGS, EQUIPMENTS ETC	359.02	22.35	2.49	378.88	153.71	20.50	1.78	172.43	206.45	205.31	
8 COMPUTERS	504.34	5.48	0.00	509.82	450.92	31.13	1.13	480.92*	28.90	53.42	
9 MOTOR VEHICLES	15.59	0.00	0.00	15.59	4.19	1.48	0.00	5.67	9.92	11.40	
10 TEMP. STRUCTURES FIXTURES/ERECTIONS	54.21	0.00	10.94	43.27	54.21	0.00	10.94	43.27	0.00	0.00	
<b>TOTAL</b>	<b>84901.39</b>	<b>7689.29</b>	<b>233.89</b>	<b>92356.79</b>	<b>55206.05</b>	<b>4173.39</b>	<b>192.69</b>	<b>59186.75</b>	<b>33170.04</b>	<b>29695.34</b>	
CAPITAL WORK IN PROGRESS INCLUDING ADVANCES	14321.51	9230.03	0.00	23551.54	0.00	0.00	0.00	0.00	23551.54	14321.51	
<b>TOTAL</b>	<b>99222.90</b>	<b>16919.32</b>	<b>233.89</b>	<b>115908.33</b>	<b>55206.05</b>	<b>4173.39</b>	<b>192.69</b>	<b>59186.75</b>	<b>56721.58</b>	<b>44016.85</b>	
PREVIOUS YEAR'S TOTAL	87315.55	11921.36	14.01	99222.90	51528.93	3688.48	11.36	55206.05	44016.85	35786.62	

\* includes Rs.29.04 lakh provided towards impairment loss



## DREDGING CORPORATION OF INDIA LIMITED

### NOTES TO SCHEDULE IV:

- (a) Buildings include Rs.8.20 lakh (previous year Rs 8.20 lakh) being the cost of four residential flats at Mumbai which are yet to be registered in the name of the Company.
- (b) The Collector of Customs, Calcutta issued a demand for short levy of customs duty on spares held on board Dredger Aquarius amounting to Rs.335.33 lakh. This amount was capitalized in the year 1994-95 based on the show cause notice issued. The Department subsequently demanded penalty amounting to Rs 25 lakhs . The appeal filed by the Company before CEGAT, Calcutta is pending for adjudication. However, an amount of Rs.360.33 lakh was paid under protest pursuant to directions by CEGAT, Calcutta.
- (c) As per the Accounting Standard 28 pronounced by the Institute of Chartered Accountants of India, The Impairment loss has been recognised in respect of Computers. The recoverable amount has been determined to the extent of the carrying amount of the asset exceeded its estimated recoverable amount.

	As at 31-3-2008	As at 31-3-2007
<b>SCHEDULE - V INVESTMENTS</b>		
At Cost - Non- Trade (Unquoted)		
a) 5 Shares of Rs. 50/- each fully paid - up in Mittal Chambers Premises Co-operative Society Ltd., Bombay	0.01	0.01
b) Sethusamudram Corporation Limited		
i) 145 lakh (Previous year - 100 lakh) Equity shares of Rs.10 each fully paid	1450.00	1000.00
ii) Equity contribution pending allotment	1000.00	450.00
	<u>2450.01</u>	<u>1450.01</u>

### SCHEDULE - VI CURRENT ASSETS, LOANS AND ADVANCES

<b>A. CURRENT ASSETS:</b>			
<b>INVENTORIES:</b>			
Stock of spares and stores(Note 1) (Valued at cost and as certified by the Management)	3192.07		2501.99
LESS: Provision for unserviceable Spares & Stores	<u>236.07</u>	2956.00	<u>243.01</u> 2258.98
<b>SUNDRY DEBTORS (Unsecured) :</b>			
a) Debts outstanding for a period exceeding 6 months	23690.56		18515.78
b) Other Debts	<u>18547.63</u>		<u>17336.81</u>
	42238.19		35852.59
LESS: Considered doubtful and provided for debts considered good	<u>12578.86</u>	29659.33	<u>12880.45</u> 22972.14
<b>CASH AND BANK BALANCES :</b>			
a) Cash on Hand (Note 2)	203.86		149.32
b) Cheques on Hand	49.12		22.38
c) With Scheduled Banks:			
i) Current Account	1087.96		1267.74
ii) Fixed Deposit Account	<u>26000.00</u>	27340.94	<u>38416.00</u> 39855.44
<b>OTHER CURRENT ASSETS:</b>			
a) Interest accrued on Deposits and Advances	1961.65		2181.02
b) Unbilled Operational Income	<u>11490.60</u>	13452.25	<u>10556.42</u> 12737.44
<b>B. LOANS AND ADVANCES</b>			
ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED:			
a) Secured-considered good	215.52		261.31
b) Unsecured (Note 3)	<u>1357.74</u>	1573.26	<u>1142.10</u> 1403.41
c) Income Tax Paid & Tax deducted at source	4370.62		14775.67
LESS: Provision for Income Tax	<u>3956.35</u>	414.27	<u>8067.47</u> 6708.20
<b>DEPOSITS:</b>			
a) Customs, Post & Telegraphs		6.08	6.09
b) Others		633.69	647.20
<b>PREPAID EXPENSES:</b>			
		124.48	201.11
<b>CLAIMS &amp; OTHER RECOVERABLES:</b>			
	13215.06		2878.28
LESS: Provision for Doubtful Claims	<u>11.83</u>	13203.23	<u>11.82</u> 2866.46
		<u>15955.01</u>	<u>11832.47</u>
<b>GRAND TOTAL</b>		<u>89363.53</u>	<u>89656.47</u>

- Note : 1. Inventories include Spares and Stores in Transit Inward Rs.532.21 lakh (previous year Rs. 250.51 lakh)
2. Cash on hand includes Franking Machine balance Rs.0.00 lakh (previous year Rs.0.01 lakh)
3. Advances recoverable in cash or kind include

	As at 31/3/08	Max Amt. during the year	As at 31/3/07	Max Amt. during the year
				(Rs. in lakh)
a) Tour advances to				
Chairman and Managing Director	0.00	0.95	0.00	1.80
Director(Finance)	0.00	0.81	0.00	1.01
Director(Operations & Technical )	0.00	0.37	0.74	0.74
b) Advance on Capital Works Rs.9.07 lakh (Previous year Rs.9.07 lakh)				



# DREDGING CORPORATION OF INDIA LIMITED

(Rs. in Lakh)

	As at 31-3-2008	As at 31-3-2007
<b>SCHEDULE - VII CURRENT LIABILITIES AND PROVISIONS</b>		
<b>A) CURRENT LIABILITIES :</b>		
i) Sundry Creditors Note (1)	4562.00	2780.34
ii) Deposits from contractors	511.49	165.49
iii) Advances from customers	4.59	86.75
iv) Other Liabilities	14716.20	11937.46
v) Interest accrued but not due on loans	10.75	18.60
vi) Un-claimed Dividend	17.62	10.59
	<b>19822.65</b>	<b>14999.23</b>
<b>B) PROVISIONS</b>		
i) For Proposed Dividend	2100.00	2520.00
ii) For dividend Tax	356.90	428.27
iii) For fringe benefit tax	15.50	0.00
iv) For employee benefits	668.38	809.57
v) For contractual obligations	40.11	40.11
	<b>3180.89</b>	<b>3797.95</b>
	<b>23003.54</b>	<b>18797.18</b>

Note : (1) Sundry Creditors include:

	Rs. in lakh														
a) Amounts due to the following Small Scale Industrial undertakings to whom a sum exceeding Rs.1 lakh is outstanding for more than 30 days as per agreed terms															
<table border="1"> <thead> <tr> <th>S.No.</th> <th>Name of the Party</th> <th></th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Balaji Ship Services</td> <td rowspan="5">}</td> </tr> <tr> <td>2.</td> <td>Delco Engoneering</td> </tr> <tr> <td>3.</td> <td>K.Con &amp; Co.</td> </tr> <tr> <td>4.</td> <td>Precision Engineering</td> </tr> <tr> <td>5.</td> <td>Rarefield Engineering</td> </tr> </tbody> </table>		S.No.	Name of the Party		1.	Balaji Ship Services	}	2.	Delco Engoneering	3.	K.Con & Co.	4.	Precision Engineering	5.	Rarefield Engineering
S.No.	Name of the Party														
1.	Balaji Ship Services	}													
2.	Delco Engoneering														
3.	K.Con & Co.														
4.	Precision Engineering														
5.	Rarefield Engineering														
	9.57														
b) Amounts due to Small Scale Industries other than (a) above	Nil														

	Year ended 31-3-2008	Year ended 31-3-2007
<b>SCHEDULE - VIII OPERATIONAL INCOME</b>		
Dredging and Deployment	42319.28	39914.19
Mobilisation Income	899.32	778.65
Chartering Income	0.00	726.98
Escalation Income	8550.72	9467.89
Other Operational Income	18767.59	6407.52
	<b>70536.91</b>	<b>57295.23</b>
Less : Rebates / Discounts	5.19	6.14
	<b>70531.72</b>	<b>57289.09</b>

<b>SCHEDULE - IX OTHER INCOME</b>		
Interest		
i) On Fixed Deposits (Tax Deducted at Source Rs.852.78 Lakh; Previous year Rs. 744.14 Lakh)	3530.82	3631.43
ii) On House Building and other Advances	28.42	27.91
iii) On tax refunds	1101.04	0.00
Miscellaneous income (Note 2 to Schedule XIV)	1005.90	1260.52
Provisions no longer required written back	948.61	412.13
	<b>6614.79</b>	<b>5331.99</b>

<b>SCHEDULE - X OPERATIONAL EXPENSES</b>		
Pay and Benefits to Operational staff	4391.56	3003.16
Contribution to Provident and Other funds	93.48	87.91
Spares and stores	5499.22	4534.97
Repairs and Maintenance	6157.66	5679.40
Add : Provision for Dry-dock repairs due	0.00	0.00
Less: Provision no longer required written back for Dry-dock repairs due	0.00	(-)1366.71
Fuel and Lubricants	20235.00	17173.77
Insurance	588.10	417.97
Other Operational Expenses (Note 3 to Schedule XIV)	15306.69	5270.33
	<b>52271.71</b>	<b>34800.80</b>



# DREDGING CORPORATION OF INDIA LIMITED

(Rs. in Lakh)

	Year Ended 31-3-2008	Year Ended 31-3-2007
<b>SCHEDULE - XI</b>	<b>ADMINISTRATIVE EXPENSES</b>	
1. Pay and Benefits to Employees	3214.46	1585.78
2. Contribution to Provident and other funds	115.07	101.81
3. Remuneration to Directors (Note 4 of Schedule XIV)		
a) Chairman and Managing Director	4.29	5.28
b) Director (Finance)	7.53	7.99
c) Director (Operations & Technical)	7.89	5.47
4. Rent	26.87	18.74
5. Rates and Taxes	9.41	29.50
6. Other Establishment Expenses (Note 5 of Schedule XIV)	1598.83	4.44
	<u>4984.35</u>	<u>1169.37</u>
		<u>2909.64</u>

	Year Ended 31-3-2008	Year Ended 31-3-2007
<b>SCHEDULE - XII</b>	<b>PROVISIONS</b>	
1. For doubtful debts	509.75	342.30
2. For unserviceable spares and stores	0.00	30.36
3. For impairment loss	0.00	30.17
	<u>509.75</u>	<u>402.83</u>

	Debit	Credit	Debit	Credit
<b>SCHEDULE - XIII</b>	<b>PRIOR PERIOD ADJUSTMENTS</b>			
<b>EXPENDITURE:</b>				
<b>OPERATIONAL EXPENSES:</b>				
1. Repairs and maintenance	0.00	0.00	0.00	0.00
2. Other operational expenses	0.00	0.00	1.24	0.00
<b>ADMINISTRATION EXPENSES:</b>				
3. Payments & benefits to employees(SO& S)	0.00	0.00	0.00	0.00
4. Other establishment expenses	0.00	0.00	0.00	0.00
	<u>0.00</u>	<u>0.00</u>	<u>1.24</u>	<u>0.00</u>
<b>INCOME:</b>				
1. Operational Income	0.00	0.00	0.00	0.00
2. Other income	0.00	0.00	0.00	0.00
	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Net Debit	0.00	0.00	1.24	0.00
Net Credit	0.00	0.00	0.00	0.00

	Debit	Credit
<b>SCHEDULE - XIV</b>	<b>NOTES ON ACCOUNTS</b>	
<b>1. CONTINGENT LIABILITIES :</b>		
a. Letters of Credit	601.27	531.09
b. Claims made against the Company not acknowledged as debts	391.96	438.29
c. Estimated amount of contracts remaining to be executed on capital account and not provided for	9246.04	15240.32
d. Sales Tax Demands received but disputed by the Company	0.00	674.21
e. Income Tax Demands received but disputed by the Company	0.00	14665.82

	Debit	Credit
<b>2. BREAK-UP OF "MISCELLANEOUS INCOME" (REF. SCHEDULE-IX)</b>		
1. Sale of scrap, empties, condemned stores etc.	43.19	73.04
2. Rent recoveries	2.64	3.64
3. Others*	960.07	1183.84
	<u>1005.90</u>	<u>1260.52</u>

\* "Others" include Rs.0.33 lakh (previous year Rs.0.79 lakh) towards profit/ loss on sale of assets.

	Debit	Credit
<b>3. BREAK-UP OF "OTHER OPERATIONAL EXPENSES" (REF. SCHEDULE-X)</b>		
1. Lodging expenses: Floating staff	142.91	67.98
2. Travelling, portorage & conveyance - Floating staff	45.36	69.32
3. Equipment transportation expenses	1116.88	311.83
4. Direct works expenses:		
a) Boat/Tug hire charges	532.71	467.37
b) Crane hire charges	6.81	8.44
c) Pipeline laying/maintenance expenses	94.05	52.37
d) Payments to contractors	102.54	50.77
e) Others *	12983.99	13720.10
5. Miscellaneous expenses	281.44	3943.15
	<u>15306.69</u>	<u>5270.33</u>

\*\*"Others" include Rs.4.54 lakh (previous year Rs.5.01 lakh)towards arbitration awards.

	Chairman and Managing Director		Director (Finance)		Director (Ops.& Tech.)	
	Year ended 31-3-2008*	Year ended 31-3-2007*	Year ended 31-3-2008	Year ended 31-3-2007	Year ended 31-3-2008	Year ended 31-3-2007*
1. Salary	3.86	4.59	6.80	7.30	7.30	5.04
2. Provident Fund contribution	0.36	0.40	0.64	0.62	0.59	0.43
3. Medical Expenses	0.07	0.29	0.09	0.07	0.00	0.00
	<u>4.29</u>	<u>5.28</u>	<u>7.53</u>	<u>7.99</u>	<u>7.89</u>	<u>5.47</u>

\* part of the year



# DREDGING CORPORATION OF INDIA LIMITED

## SCHEDULE-XIV Contd.

(Rs. in Lakh)

	Year Ended 31-3-2008	Year Ended 31-3-2007
<b>5. BREAK-UP OF "OTHER ESTABLISHMENT EXPENSES" (REF. SCHEDULE-XI)</b>		
1. Donations	1.13	202.17
2. Travelling expenses	473.66	435.14
3. Bank charges & guarantee fee	28.42	21.06
4. Printing & stationery	29.19	30.40
5. Postage, telegrams, phones & telex	46.17	43.90
6. Insurance	9.67	27.94
7. Repairs and maintenance of building, vehicles and others	112.59	67.02
8. Expenditure on data processing	19.21	23.16
9. Advertisement & Publicity	18.39	22.82
10. Dailies & periodicals and cost of library	14.96	12.67
11. Remuneration to Auditors:		
a) As Auditors	2.50	2.50
b) For other services	2.10	1.80
12. Tax Audit fees	0.30	0.30
13. Legal Adviser fee & expenses	8.32	6.70
14. Electricity, water charges	36.82	31.64
15. Expenses on seminars	6.23	12.92
16. Others	789.17	227.23
	<b>1598.83</b>	<b>1169.37</b>

## 6. EARNINGS IN FOREIGN EXCHANGE

From: i) Chartering of dredgers	0.00	726.97
	<b>0.00</b>	<b>726.97</b>

## 7. VALUE OF IMPORTS

a) Components and spare parts (CIF Value)	6776.27	2944.18
b) Value of imported spares and components consumed	4828.79	3846.19
c) Value of indigenous spares and components consumed	313.26	197.95
d) Percentage of imported spares & components consumed to total spares & components consumed	93.91	95.11
e) Percentage of indigenous spares & components consumed to total spares & components consumed	6.09	4.89

## 8. EXPENDITURE IN FOREIGN CURRENCY

a) Interest paid on loans from Foreign Banks	131.52	212.26
b) Travelling	16.90	20.41
c) Commission	0.00	0.77

## 9. GENERAL

- a) Letters seeking confirmation of balances have been sent to Customers and replies from some of the Customers are awaited.
- b) The CEGAT issued orders during the year 2001-02 setting aside the earlier orders of the Customs Department levying duty of Rs.1132.81 lakhs on the accessories and spares of Dr-Aquarius. The Department while accepting CEGAT order sanctioned the refund of Rs 1132.81 Lakhs under 27 (2) of Customs Act 1962, but ordered to credit the same to Consumer Welfare Fund. Aggrieved by this order DCI filed an appeal before CESTAT, Calcutta for issuance of necessary directions to the Department for refunding the Customs Duty. Necessary adjustments to capital cost of the dredger will be made on receipt of the refund.
- c) Escalation Claims for Labour and Material have been preferred on the basis of latest available indices.
- d) Earnings Per Share:
- |   | As on<br>31.03.2008 | As on<br>31.03.2007 |
|---|---------------------|---------------------|
| i) Profit after Tax (Rs. Lakh)                      | 15481.86            | 18872.95            |
| ii) Weighted average number of Equity Shares (Nos.) |                     |                     |
| Face Value Rs 10/-per share                         | 2,80,00,000         | 2,80,00,000         |
| iii) Basic Earnings Per Share (in Rs.)              | 55.29               | 67.40               |
- e) In view of adoption of Tonnage Tax Scheme under Income Tax Act 1961, no provision is required for deferred tax liability/asset for the year ended 31<sup>st</sup> March 2008.
- f) Provision for current tax liability for the year ended 31<sup>st</sup> March 2008 has been made as per the provisions of Tonnage Tax Scheme adopted by the Company under section 115 VT of Income Tax Act 1961 and for "other income" provision is made as per applicable provisions of the Income Tax Act,1961.
- g) On a reference made by DCI regarding Accounting treatment of Spares issued to dredgers, the Expert Advisory Committee of Institute of Chartered Accountants of India gave its opinion on 27<sup>th</sup> May, 2008, which was received by the Company on 31<sup>st</sup> May, 2008. As per the opinion, if the spares are of capital nature and purchased subsequent to the acquisition of particular dredger these need to be capitalized and depreciated systematically over the remaining useful life of the particular dredger. In case where the useful life of the particular dredger has been completed, the same is to be charged to Profit & Loss A/c through depreciation. Since the opinion has come after the close of the accounting period and several complexities are involved, no adjustments have been made in the Accounts for the year in this regard. The company proposes to implement the same from Financial Year 2008-09 onwards after examining all the issues involved.
- h) Pending finalization of cubic meter rate in respect of Sethu Samudram Channel Project income is recognized on the basis of mutual agreement between Sethusamudram Corporation Limited and the Company.
- i) Pending finalization of contract rate in respect of works executed in the estuary of River Hooghly, income is recognized on the basis of existing rates.



## DREDGING CORPORATION OF INDIA LIMITED

### SCHEDULE-XIV Contd.

- j) Consequent to the capsizing of DCI TUG-VI off the Nagapattinam Coast on 06-05-2006, SMP Club, Luxembourg, undertook wreck removal operations through Sea Lord Diving and Salvage Pvt. Ltd, Mumbai including the sale of the salvaged wreck. SMP Club have claimed US \$ 291,800 which in turn was forwarded to United India Insurance Company Limited as the same is recoverable under the war policy. The total loss claim amounting to Rs 250 Lakhs in this regard is not recognized in the income owing to prevailing uncertainty in its realization.
- k) During the year, the arbitration in respect of Balari Bar has been adjudicated in favour of the Company. Kolkata Port Trust paid the principal amount of Rs.502 lakhs. However, KOPT disputed payment of the interest amounting to Rs 1144 lakhs upto 31-03-2008 awarded under the award. Hence, income thereto is recognized in the current year accounts to the extent of principal amount received.
- l) During the year, the arbitration in respect of Link Road Project, Kochi, has been adjudicated in favour of the Company awarding principal amount of Rs 289 lakhs plus interest amounting to Rs 801 lakh upto 31-03-2008. However, Cochin Port Trust have not paid any amount. In view of the uncertainty in realization of the amount, income thereto has not been considered in the accounts.
- m) Disclosure requirements under AS 15 on Employee benefits are given hereunder.

#### Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized as expense for the year, is under: (Rs. in lakhs)

	2007-08	2006-07
Employer's Contribution to Provident Fund (inclusive of Contribution to Pension Fund)	209	189

The Company offers to its employees defined benefit plans in the form of Gratuity, Leave Encashment and Post-retirement Medical Benefits as given under.

Gratuity: This benefit accrues to employee on retirement/ resignation and is based on the number of years of service rendered by the employee. A separate trust is formed for gratuity, which is funded by the Company.

Leave Encashment: This benefit represents un-availed leave accruing to the credit of the employees accumulated and paid to shore and floating employees as per respective rules.

Post retirement Medical benefits: The Company is obtaining Medi-Claim Policy for an insurance coverage at the rate of Rs.one lakh per individual per annum. The medi-claim policy covers hospitalization, medical treatment and domiciliary medical treatment. The retired employees and his/her spouse are entitled to this policy subject to an annual payment of Rs.100 per head per annum. The balance annual premium payable towards the medi-claim policies is met by the Company. During the year the Company paid a Premium of Rs 5.26 lakh (inclusive of members contribution)

	Figures Rs.in lakh unless otherwise mentioned		
	Gratuity (Funded)	Leave Encashment (un funded) Floating Staff	Shore Staff
<b>I. Assumptions</b>			
Mortality			
Discount Rate	7.50%	7.50%	7.50%
Rate of increase in Compensation	0	0	0
Rate of return (expected) on plan assets	8.00%		
Withdrawal rate	6.00%	6.00%	6.00%
Expected average remaining service (years)	8.56	9.83	9.29
<b>II. Changes in present value of obligations</b>			
PVO at beginning of period	1346	216	545
Interest Cost	92	15	39
Current Service Cost	32	136	66
Benefits paid	(226)	(24)	(47)
Actuarial (gain)/loss on obligation	(190)	(164)	(151)
PVO at end of the period	1054	179	452
<b>III. Changes in fair value of plan assets</b>			
Fair Value of Plan Assets at beginning of period	1537	—	—
Expected return on Plan Assets	114	—	—
Contributions	—	24	47
Benefits paid	(226)	(24)	(47)
Actuarial gain/(loss) on plan assets	(7)	—	—
Fair Value of Plan Assets at end of period	1419	—	—
<b>IV. Fair value of plan assets</b>			
Fair Value of Plan Assets at beginning of period	1537	—	—
Actual return on Plan Assets	107	—	—
Contributions	—	24	47
Benefits paid	(226)	(24)	(47)
Fair Value of Plan Assets at end of period	1419	—	—
Funded Status	365	(179)	(453)
Excess of actual over estimated return on Plan Assets	(7)	—	—
<b>V. Actuarial Gain/(Loss) Recognized</b>			
Actuarial Gain/(Loss) for the period (Obligation)	190	164	151
Actuarial Gain/(Loss) for the period (Plan Assets)	(7)	—	—
Total Gain/(Loss) for the period	183	164	151
Actuarial Gain/(Loss) recognized for the period	183	164	151
Unrecognized Actuarial Gain/(Loss) at end of period	—	—	—



# DREDGING CORPORATION OF INDIA LIMITED

## SCHEDULE-XIV Contd.

	Figures Rs.in lakh unless otherwise mentioned		
	Gratuity (Funded)	Leave Encashment (un funded) Floating Staff	Shore Staff
<b>VI. Amounts recognized in the balance sheet and statement of profit &amp; loss account</b>			
PVO at end of period	1055	179	453
Fair Value of Plan Assets at end of period	1419	—	—
Funded Status	365	(179)	(453)
Unrecognized Actuarial Gain/(Loss)	—	—	—
Net Asset/(Liability) recognized in the balance sheet	365	(179)	(453)
<b>VII. Expense recognized in the statement of P&amp;L A/c</b>			
Current Service Cost	32	136	66
Interest cost	92	15	39
Expected Return on Plan Assets	(114)	—	—
Net Actuarial (Gain)/Loss recognized for the period	(183)	(164)	(151)
Expense recognized in the statement of P&L A/c	(173)	(13)	(46)
<b>VIII. Movements in the Liability recognized in Balance Sheet</b>			
Opening Net Liability	(192)	216	545
Expenses as above	(173)	(13)	(45)
Contribution paid	—	(24)	(47)
Closing Net Liability	(365)	179	453

n) Figures have been rounded off to decimals of lakh.

o) Figures for the previous year have been re-grouped wherever necessary to conform to current year groupings.

## SCHEDULE-XV - ACCOUNTING POLICIES:

### 1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS.

- The Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles.
- The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

### 2. OPERATIONAL INCOME:

- Unbilled values of works executed up to 31<sup>st</sup> march are considered as income although bills are raised subsequently. The Corresponding debit balances are shown under "Current Assets-unbilled operational income receivable".
- Claims preferred on Customers for works/items not contemplated are considered as income on their acceptance.
- Income in respect of incomplete dredging jobs undertaken on insitu basis are accounted for on the basis of estimated realizable value of the work done up to 31<sup>st</sup> March.

### 3. OTHER INCOME:

- Sale proceeds of condemned and unserviceable Spares, Stores, Empties, Waste Oil, etc are accounted for in the year of disposal.
- Liquidated damages recovered from suppliers are accounted on settlement of bills.
- Interests on Tax refunds are accounted on receipt basis.
- In respect of hull and machinery insurance claims, until final settlement, 80% of the claimable amount based on estimate of technical department, after deductible excess, or the actual amount received, whichever is higher, is treated as income from insurance claims. Provision for repair expenditure is simultaneously made as per the estimate of technical department where actual repairs have not been completed and/or bills not settled with the repairers. In respect of other claims, the same are accounted for on realization/settlement by the underwriters.

### 4. OPERATIONAL EXPENSES:

- SPARES AND STORES:**  
Spares and Stores and Lubricants delivered to the crafts during the year and acknowledged by the Master/CEO are charged to revenue. Provision is made towards consumption for the material delivered to crafts up to 31<sup>st</sup> March in respect of which acknowledgements are not received.
- INSURANCE:**  
Final adjustments to Insurance Premium paid are considered in accounts on the basis of demands received.

### 5. DEPRECIATION:

Depreciation is provided under straight-line method in accordance with Schedule XIV of the Companies Act. In respect of the following Assets, depreciation is provided on straight-line method at the following rates based on the technical estimation of the useful lives of such assets:-

- Pipeline Equipment: 25% for Mild Steel Pipeline equipment and 12.5% for High Density polyethylene pipeline equipment.
- Second hand assets/retrofit of the vessels: as per the estimated balance service life.
- Building on lease: Cost of Buildings constructed on lease hold land is amortised over the lease period.
- Items of Fixed Assets whose cost does not exceed Rs.5000/- (Rupees Five thousand) each are capitalized and depreciated 100% during the year.
- Cost of Library: Cost of Library is considered as Other Establishment expenditure.



## DREDGING CORPORATION OF INDIA LIMITED

### **SCHEDULE-XV Contd.**

#### **6. FIXED ASSETS:**

- a) Fixed Assets are stated at historical cost less depreciation (historical cost includes financing cost and other related overheads).
- b) Grants in Aid relating to specific Fixed Assets are shown as deduction from the gross value of the assets concerned in arriving at book value.

#### **7. BORROWING COSTS:**

Borrowing costs attributable to acquisition, construction or production of qualifying assets are capitalised as part of the cost of that asset, till the time the asset is put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

#### **8. STOCK OF SPARES AND STORES:**

- a) Stock of spares and stores is valued at weighted average cost and is inclusive of:
  - i) Customs Duty, if any, as applicable to the whole consignment and
  - ii) Overheads at pre-determined rate.
- b) Reconditioned spares are valued at the respective cost of reconditioning.
- c) Value of Materials dispatched on F.O.B. basis by Foreign Suppliers on or before 31<sup>st</sup> March of a year is considered in the accounts of that year, provided dispatch documents are retired or accepted within 15 days of the end of the accounting year.

#### **9. INVESTMENTS:**

Investments are classified as long term and are carried at cost.

#### **10. EMPLOYEE BENEFITS:**

Provisions for Gratuity Liability and leave encashment liability are made on the basis of actuarial Valuation using the projected unit credit method. In the case of crew and MPW of floating employees who are entitled to settlement of leave in full on signing off, provision is made for the leave at credit of such employees as on 31<sup>st</sup> March. Actuarial liability in excess of respective plan assets is recognized during the year.

Provision for Gratuity as per the Actuarial valuation is funded with a separate Trust.

#### **11. PROVISIONS, CONTINGENT LAIBILITIES & CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statements. Contingent liabilities, if material, are disclosed by way of notes.

For and on behalf of Board of Directors

-sd-

(CAPT.S.S.TRIPATHI)  
Chairman -cum- Managing Director  
-sd-

(P.V.RAMANA MURTHY)  
Director (Finance)

-sd-

(K.ASWINI SREEKANTH)  
Company Secretary

As per our Report of even date  
For Ambika & Isha  
Chartered Accountants  
-sd-

(K.AMBIKA PRASAD)  
Partner

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008



# DREDGING CORPORATION OF INDIA LIMITED

To  
The Board of Directors,  
DREDGING CORPORATION OF INDIA LIMITED

We have examined the attached Cash Flow Statement of DREDGING CORPORATION OF INDIA LIMITED for the year ended 31-3-2008. The statement has been prepared by the Company in accordance with the requirements of Clause 32 of the Listing Agreement with Stock Exchanges and based on and in agreements with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our Report, dated 20-06-2008 to Members of the Company.

For Ambika & Isha  
Chartered Accountants

(K.AMBIKA PRASAD)  
Partner

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2008 (Rs. in Lakh)

	YEAR ENDED 31-3-2008	YEAR ENDED 31-3-2007
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	15077.28	20638.55
Less/Add: Profit/Loss on sale of assets	0.33	(-)0.79
	<u>15077.61</u>	<u>20637.76</u>
<b>ADJUSTMENT FOR:</b>		
Depreciation	4173.39	3658.31
Impairment loss	0.00	30.17
Interest Expense	130.03	209.71
Interest Income	(-)3559.24	744.18
	<u>744.18</u>	<u>(-)3659.34</u>
<b>Operating Profit before Working Capital Changes:</b>	<b>15821.79</b>	<b>20876.61</b>
<b>Working Capital changes</b>		
Increase/decrease in inventory	(-)697.02	(-)1211.41
Increase/decrease in Sundry Debtors	(-)6687.19	(-)3351.46
Increase/decrease in other current Assets	(-)11350.65	(-)6667.39
Increase/decrease in trade payables	4705.58	1331.16
	<u>(-)14029.28</u>	<u>(-)9899.10</u>
Cash generated from operations	1792.51	10977.51
Less: Interest paid	(-)137.88	(-) 218.86
Income Taxes paid	6698.51	(-)2575.53
	<u>6560.63</u>	<u>(-)2794.39</u>
<b>Net Cash from operating activities (A)</b>	<b>8353.14</b>	<b>8183.12</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(-)16878.82	(-) 11921.36
Proceeds from Sale of Equipments	0.38	3.45
Interest Received	3778.61	3687.93
Investments	(-)1000.00	(-)900.00
	<u>(-)14099.83</u>	<u>(-)9129.98</u>
<b>Net Cash from investing activities (B)</b>	<b>(-)14099.83</b>	<b>(-)9129.98</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Long term Borrowings	0.00	0.00
Payment of Long Term Borrowings	(-)1362.49	(-) 1622.93
Dividend paid	(-) 4620.13	(-)4200.00
Corporate Dividend Tax	(-)785.19	(-)589.05
	<u>(-)5405.32</u>	<u>(-) 4789.05</u>
<b>Net Cash from Financing Activities (C)</b>	<b>(-)6767.81</b>	<b>(-)6411.98</b>
<b>Net increase/decrease in cash and cash equivalents (A+B+C)</b>	<b>(-)12514.50</b>	<b>(-)7358.84</b>
<b>Cash &amp; Equivalents as at 01.04.2007 (Opening Balance)</b>	<b>39855.44</b>	<b>47214.28</b>
<b>Cash &amp; Equivalents as at 31.03.2008 (Closing Balance)</b>	<b>27340.94</b>	<b>39855.44</b>

For and on behalf of Board of Directors  
-sd-

(CAPT.S.S.TRIPATHI)  
Chairman-cum-Managing Director

-sd-

(P.V.RAMANAMURTHY)  
Director (Finance)

-sd-

(K.ASWINI SREEKANTH)  
Company Secretary

As per our Report of even date  
For Ambika & Isha  
Chartered Accountants

-sd-

(K.AMBIKA PRASAD)  
Partner

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008



# DREDGING CORPORATION OF INDIA LIMITED

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

### I. Registration Details :

Registration No. : 008129

State Code : 55

Balance Sheet Date : 31 03 2008  
Date Month Year

### II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue

NIL

Rights Issue

NIL

Bonus Issue

NIL

Private Placement

NIL

### III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities

012553158

Total Assets

012553158

#### Source of Funds

Paid-up Capital

00280000

Reserves & Surplus

012107847

Secured Loans

NIL

Unsecured Loans

00165311

Deferred Tax Liability

NIL

#### Application of Funds

Net Fixed Assets

005672158

Investment

000245001

Net Current Assets

006635999

Misc. Expenditure

NIL

Accumulated Losses

NIL

### IV. Performance of Company (Amount in Rs. Thousands)

Turnover

007714651

Total Expenditure

006206923

+ -  
✓

Profit / Loss Before Tax

001507728

+ -  
✓

Profit / Loss After Tax

001548186

(Please tick Appropriate Box + for Profit, - for Loss)

Earning Per Share in Rs.

0000055

Dividend rate %

150

### V. Generic Names of Three Principal Products / Services of Company (as per monetary terms)

Item Code No. : NOT SPECIFIED

(ITC Code)

Product Description : DREDGING SERVICES

For and on behalf of Board of Directors

-sd-

(CAPT.S.S.TRIPATHI)

Chairman -cum- Managing Director

-sd-

(P.V.RAMANAMURTHY)

Director (Finance)

-sd-

(K.ASWINSREEKANTH)

Company Secretary

As per our Report of even date  
For Ambika & Isha  
Chartered Accountants

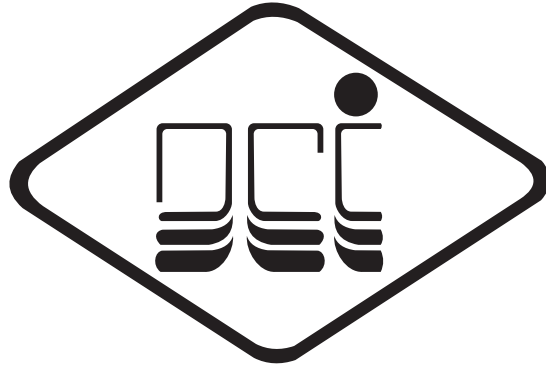
-sd-

(K.AMBIKA PRASAD)

Partner

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008

PLACE : VISAKHAPATNAM  
DATED : 20-06-2008



**32ND ANNUAL REPORT  
2007 - 2008**

**DREDGING CORPORATION OF INDIA LTD.**  
*(A Government of India Undertaking)*

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

**BOARD OF DIRECTORS**

*Capt. S.S. Tripathi*  
Chairman-cum-Managing Director

*Comde G.V.Ratnam*  
Director (Ops. & Tech.)

*Shri P.V.Ramana Murthy*  
Director (Finance)

*Shri Rakesh Srivastava, I.A.S*

*Dr.A.R.Goyal*

*Dr.S.Narasimha Rao*

*Shri S.Balachandran*

*Dr.Gautam Barua*

*Dr.Debashis Sanyal*

*Shri A.Sounderaraajan*

**GENERAL MANAGER (FIN.)**

*Shri K.Kiriti*

**COMPANY SECRETARY**

*Shri K.Aswini Sreekanth*

**BANKERS**

*Syndicate Bank*

*State Bank of India*

*ABN AMRO Bank*

*HSBC Limited*

**AUDITORS**

*M/s. Ambika & Isha*

*Chartered Accountants,*

*D.No.30-7-33,*

*G-3, Satya Residency,*

*Dabagardens*

*Visakhapatnam - 530020*

**REGISTERED OFFICE**

*Core: 2. 1st Floor, "SCOPE MINAR"*

*Plot No. 2A & 2B,*

*Laxminagar District Centre,*

*Delhi - 110 092.*

*Phone : 011 22448528*

*Fax : 011 22448527*

**HEAD OFFICE**

*"DREDGE HOUSE", Port Area,*

*Visakhapatnam - 530 035.*

*Phone: 0891 2523250*

*Fax : 0891 2560581*

**REGISTRARS & TRANSFER AGENT**

*M/s Kary Computershare Private Limited*

*Plot no.17 to 24, Vithalrao Nagar*

*Hyderabad - 500 081*

*Phone : 040 23420818*

*Fax : 040 23420814*

*e-mail: mailmanager@kary.com*



## DREDGING CORPORATION OF INDIA LIMITED.

Registered Office : Core: 2, 1st Floor, "SCOPE MINAR", Plot No. 2A & 2B, Laxminagar District Centre, Delhi - 110 092.  
Head Office : "Dredge House", Port Area, Visakhapatnam - 530 035.

### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Joint shareholders may obtain additional Attendance Slip on request.

DP. Id*
---------

Client Id*
------------

Regd. Folio No.:
------------------

NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held :

I hereby record my presence at the 32ND ANNUAL GENERAL MEETING of the company held on 29<sup>th</sup> September, 2008 at 1000 hrs. in Siri Fort Auditorium No.I, Siri Fort Cultural Complex, August Kranti Marg, New Delhi - 110049

Signature of the shareholder or proxy.

\*Applicable for investors holding shares in electronic form

--- TEAR HERE ---



## DREDGING CORPORATION OF INDIA LIMITED.

Registered Office : Core: 2, 1st Floor, "SCOPE MINAR", Plot No. 2A & 2B, Laxminagar District Centre, Delhi - 110 092.  
Head Office : "Dredge House", Port Area, Visakhapatnam - 530 035.

### PROXY FORM

DP. Id*
---------

Client Id*
------------

Regd. Folio No.:
------------------

I/We \_\_\_\_\_ of

\_\_\_\_\_ being a member / members of Dredging

Corporation of India Limited hereby appoint \_\_\_\_\_ of

\_\_\_\_\_ or failing him

\_\_\_\_\_ of

as my / our proxy to vote for me / us and on my / our behalf at the 32ND ANNUAL GENERAL MEETING of the company held on 29<sup>th</sup> September, 2008 at 1000 hrs. in Siri Fort Auditorium No.I, Siri Fort Cultural Complex, August Kranti Marg, New Delhi - 110049 or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2008.

\*Applicable for investors holding shares in electronic form.

Affix Fifteen Paise Revenue Stamp
--

NOTE : THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

UNDER CERTIFICATE OF POSTING

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PRINTED MATTER**

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*If undelivered please return to :*  
**KARVY COMPUTERSHARE PRIVATE LIMITED**  
**Plot No.17 to 24**  
**Vithal Rao Nagar,**  
**HYDERABAD - 500 081,**  
**Andhra Pradesh, India**  
**TEL: + 91-40 23420818**  
**FAX: +91-40 23420814**  
**e-mail: [mailmanager@karvy.com](mailto:mailmanager@karvy.com)**