



**ड्रेजिंग कार्पोरेशन ऑफ इण्डिया लिमिटेड**  
(भारत सरकार का उपक्रम)  
**DREDGING CORPORATION OF INDIA LIMITED**  
(A Government of India Undertaking)

प्रधान कार्यालय : निकर्षण सदन, पत्तन क्षेत्र, विशाखपट्टणम - 530 001  
HEAD OFFICE : "DREDGE HOUSE", Port Area, VISAKHAPATNAM - 530 001  
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नि.प.सं.एल29222डीएल1976जीओआई008129 CIN No.: L29222DL1976GOI008129



Website : [www.dredge-india.com](http://www.dredge-india.com)  
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DCI/CS/E/2018

11/1/18

|   |                        |   |
|---|------------------------|---|
| The Secretary,<br>The Stock Exchange, Mumbai<br>25 <sup>th</sup> Floor, Rotunda Building, Phiroze,<br>Jeejeebhoy Towers<br>Dalal Street, Fort, Mumbai -400001 | Code : 523618          | 022 – 2272<br>2041, 2037,<br>3719, 2039,<br>2061/2272<br>1072 |
| The Secretary<br>The National Stock Exchange of India<br>Ltd.<br>5 <sup>th</sup> Floor, Exchange Plaza, Bandra (E)<br>Mumbai – 400051                         | Symbol :<br>DREDGECORP | 022 –<br>26598237 /<br>38                                     |
| The Secretary<br>The Calcutta Stock Exchange Assn.<br>Ltd.<br>7, Lyons Range, Kolkata – 700001  |                        | 033 –<br>22104492/<br>22104500                                |

Dear Madam/ Sir,

Pursuant to Regulation no. 27(2)(a) of the Listing Regulations, please find attached the Corporate Governance Report for the quarter ended 31/12/17.

Thanking you

Yours faithfully  
For Dredging Corporation of India Limited

(K.Aswini Sreekanth)  
Company Secretary

**General information about company**

|                                 |                                       |
|---------------------------------|---------------------------------------|
| Scrip code                      | 523618                                |
| Name of the entity              | Dredging Corporation of India Limited |
| Date of start of financial year | 01-04-2017                            |
| Date of end of financial year   | 31-03-2018                            |
| Reporting Quarter               | Quarterly                             |
| Date of Report                  | 31-12-2017                            |
| Risk management committee       | Not Applicable                        |

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes                  |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|------------------------|
| 1  | Mr              | RAJESH TRIPATHI      | ACFPT4853R | 03379442 | Executive Director                       | Chairperson             | CEO-MD                  | 02-02-2015                              |                   |                                | 3  | 0   | 0  |                        |
| 2  | Mr              | S CHARLES            | AAVPS5366E | 07063274 | Executive Director                       | Not Applicable          |                         | 26-12-2014                              |                   |                                | 0  | 0   | 0  |                        |
| 3  | Mr              | M S RAO              | AFYPM7690D | 07198524 | Executive Director                       | Not Applicable          |                         | 01-06-2015                              |                   |                                | 0  | 0   | 0  |                        |
| 4  | Ms              | LEENA NANDAN         | ABCPN1163C | 07491926 | Non-Executive - Non Independent Director | Not Applicable          |                         | 03-08-2017                              |                   |                                | 1  | 1   | 0  | Textual Information(2) |

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Annexure I to be submitted by listed entity on quarterly basis

### I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director     | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes                  |
|----|-----------------|--------------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|------------------------|
| 5  | Mr              | SATINDER PAL SINGH       | AGJPS4070K | 07490296 | Non-Executive - Non Independent Director | Not Applicable          |                         | 28-08-2017                              |                   |                                | 2  | 0   | 0  | Textual Information(3) |
| 6  | Ms              | SHEILA SANGWAN           | ABDPS3200Q | 01857875 | Non-Executive - Independent Director     | Not Applicable          |                         | 23-03-2016                              |                   | 36                             | 8  | 4   | 4  |                        |
| 7  | Ms              | SHOBHA VRUSHALI WAGHMARE | AAUPW3612Q | 07479570 | Non-Executive - Independent Director     | Not Applicable          |                         | 23-03-2016                              |                   | 36                             | 0  | 3   | 3  |                        |

**Text Block**

|                        |   |
|------------------------|---|
| Textual Information(1) | Smt. Leena Nandan was appointed on 3/8/17 as additional Director upto the date of AGM i.e. upto 31/8/17 and again appointed as Director w.e.f. 31/8/17. |
| Textual Information(2) | Smt. Leena Nandan was appointed on 3/8/17 as additional Director upto the date of AGM i.e. upto 31/8/17 and again appointed as Director w.e.f. 31/8/17. |

**Annexure 1**

**II. Composition of Committees**

| Disclosure of notes on composition of committees explanatory                 |                                       |                           |  | Textual Information(1)  |                         |
|--|---------------------------------------|---------------------------|--|-------------------------|-------------------------|
| Is there any change in information of committees compare to previous quarter |                                       |                           |  | Yes                     |                         |
| Sr   | Name Of Committee                     | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Name of other committee |
| 1  | Audit Committee                       | Sheila Sangwan            | Non-Executive - Independent Director     | Chairperson             |                         |
| 2  | Audit Committee                       | Vrushali Waghmare         | Non-Executive - Independent Director     | Member                  |                         |
| 3  | Audit Committee                       | SATINDER PAL SINGH        | Non-Executive - Non Independent Director | Member                  |                         |
| 4  | Audit Committee                       | M S Rao                   | Executive Director                       | Member                  |                         |
| 5  | Nomination and remuneration committee | Vrushali Waghmare         | Non-Executive - Independent Director     | Member                  |                         |
| 6  | Nomination and remuneration committee | Sheila Sangwan            | Non-Executive - Non Independent Director | Member                  |                         |
| 7  | Nomination and remuneration committee | SATINDER PAL SINGH        | Non-Executive - Independent Director     | Chairperson             |                         |
| 8  | Stakeholders Relationship Committee   | Vrushali Waghmare         | Non-Executive - Non Independent Director | Member                  |                         |
| 9  | Stakeholders Relationship Committee   | Sheila Sangwan            | Non-Executive - Independent Director     | Chairperson             |                         |
| 10   | Stakeholders Relationship Committee   | SATINDER PAL SINGH        | Executive Director                       | Member                  |                         |

**Annexure 1****II. Composition of Committees**

| Sr | Name Of Committee                         | Name of Committee members | Category 1 of directors              | Category 2 of directors | Name of other committee |
|----|---|---------------------------|--------------------------------------|-------------------------|-------------------------|
| 11 | Corporate Social Responsibility Committee | Sheila Sangwan            | Non-Executive - Independent Director | Chairperson             |                         |
| 12 | Corporate Social Responsibility Committee | S Charles                 | Executive Director                   | Member                  |                         |
| 13 | Corporate Social Responsibility Committee | M S Rao                   | Executive Director                   | Member                  |                         |

**Text Block**

Textual Information(1)

Smt. Leena Nandan was appointed as additional director w.e.f. 03/08/2017 upto the date of AGM i.e. upto 31/8/17 and further re-appointed as Director w.e.f. 31/8/17



**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory |   |  |   |
|--|---|--|---|
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1  |   | 10-11-2017   |   |

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details)  | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
|----|-------------------|---|--|--|---|--|-------------------------|
| 1  | Audit Committee   | 10-11-2017  | Yes  | The quorum of audit committee shall be two members or one third of members of audit committee whichever is greater with two independent directors. | 14-08-2017  | 87   |                         |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | NA                               |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                               |  |

**Annexure 1**

**VI. Affirmations**

| Sr | Subject  | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | No                         |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                         |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

**Signatory Details**

|                       |                     |
|-----------------------|---------------------|
| Name of signatory     | K. ASWINI SREEKANTH |
| Designation of person | Company Secretary   |
| Place                 | VISAKHAPATNAM       |
| Date                  | 12-01-2018          |