



**SEAMEC LIMITED**

A member of **MMG™**

SEAMEC/BSE/SMO/7/19

5<sup>th</sup> January, 2019

To,  
**Deputy General Manager - Listing**  
**BSE Limited**  
Corporate Relation Department,  
1<sup>st</sup> Floor, Rotunda Building,  
New Marine Lines,  
Phirojee Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.

**Sub: Quarterly Report on Implementation of Provisions of Corporate Governance**

Dear Sir,

We furnish herewith the Quarterly Report on implementation of provisions of Corporate Governance for the Quarter ended 31<sup>st</sup> December, 2018.

Thanking you,

Yours faithfully,  
For **SEAMEC LIMITED**

**S. N. Mohanty**  
**PRESIDENT**

**Corporate Affairs, Legal and Company Secretary**



Encl: As stated

<b>General information about company</b>	
Scrip code	526807
NSE Symbol	SEAMECLTD
MSEI Symbol	
ISIN	INE497B01018
Name of the entity	SEAMEC LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Quarterly
Date of Report	31-12-2018
Risk management committee	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			
Wether the listed entity has a Regular Chairperson												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 for not providing PAN	Notes for not providing DIN
1	Mr	SANJEEV AGRAWAL	ABOPA4675N	00282059	Non-Executive - Nominee Director	Chairperson		03-06-2014			2	2	0		
2	Mr	SURINDER SINGH KOHLI	AAWPK6879P	00169907	Non-Executive - Independent Director	Not Applicable		03-06-2014		54	5	3	1		
3	Mr	AMARJIT SINGH SONI	AABPS3588A	03009390	Non-Executive - Independent Director	Not Applicable		03-06-2014		54	1	1	0		
4	Ms	SEEMA MODI	AAGPM3853M	05327073	Non-Executive - Independent Director	Not Applicable		01-04-2015		45	1	1	1		



## 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

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 for not providing PAN	Notes for not providing DIN
5	Mr	MAHESH PRASAD MEHROTRA	AAAPM2948M	00016768	Non-Executive - Independent Director	Not Applicable		08-12-2016		25	5	1	3		
6	Mr	NAVEEN MOHTA	AGGPM9393Q	07027180	Executive Director	Not Applicable		14-11-2017			1	1	0		
7	Mr	SUBRAT DAS	AHUPD5886C	07105815	Non-Executive - Non Independent Director	Not Applicable		14-11-2017			1	0	0		



<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00016768	MAHESH PRASAD MEHROTRA	Non-Executive - Independent Director	Chairperson	08-12-2016		
2	00169907	SURINDER SINGH KOHLI	Non-Executive - Independent Director	Member	03-06-2014		
3	03009390	AMARJIT SINGH SONI	Non-Executive - Independent Director	Member	03-06-2014		
4	05327073	SEEMA MODI	Non-Executive - Independent Director	Member	01-04-2015		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00169907	SURINDER SINGH KOHLI	Non-Executive - Independent Director	Chairperson	03-06-2014		
2	03009390	AMARJIT SINGH SONI	Non-Executive - Independent Director	Member	03-06-2014		
3	05327073	SEEMA MODI	Non-Executive - Independent Director	Member	01-04-2015		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05327073	SEEMA MODI	Non-Executive - Independent Director	Chairperson	01-04-2015		
2	00282059	SANJEEV AGRAWAL	Non-Executive - Nominee Director	Member	03-06-2014		
3	07027180	NAVEEN MOHTA	Executive Director	Member	14-11-2017		





Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05327073	SEEMA MODI	Non-Executive - Independent Director	Chairperson	01-04-2015		
2	03009390	AMARJIT SINGH SONI	Non-Executive - Independent Director	Member	03-06-2014		
3	00169907	SURINDER SINGH KOHLI	Non-Executive - Independent Director	Member	03-06-2014		
4	00016768	MAHESH PRASAD MEHROTRA	Non-Executive - Independent Director	Member	08-12-2016		
5	00282059	SANJEEV AGRAWAL	Non-Executive - Nominee Director	Member	03-06-2014		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00282059	SANJEEV AGRAWAL	Non-Executive - Nominee Director	Chairperson	03-06-2014		
2	05327073	SEEMA MODI	Non-Executive - Independent Director	Member	01-04-2015		



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Other Committtee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



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	13-08-2018		
2		13-11-2018	91



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	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	13-11-2018	Yes		13-08-2018	91	
2	Stakeholders Relationship Committee	13-11-2018	Yes		13-08-2018	91	



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)



<b>Text Block</b>	
Textual Information(1)	The Company has recruited Mr. Rampravesh Chand, Sr. Officer, IT on secondment from HAL Offshore (the parent company) with effect from 1st November, 2018. The above transaction is construed as a Related Party Transaction pursuant to Section 188 of the Companies Act, 2013. This, however, is well within the threshold limit as provided under the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015



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	Yes
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





<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	S N MOHANTY
2	Designation	Company Secretary and Compliance Officer



**Text Block**



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<b>Signatory Details</b>	
Name of signatory	S N MOHANTY
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	05-01-2019





**SEAMEC LIMITED**  
A member of **MMG™**

SEAMEC/NSE/SMO/8/19

5<sup>th</sup> January, 2019

To,  
The Secretary,  
National Stock Exchange of India Ltd.,  
'EXCHANGE PLAZA',  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai 400 051.

**Sub: Quarterly Report on Implementation of Provisions of Corporate Governance**

Dear Sir,

We furnish herewith the Quarterly Report on implementation of provisions of Corporate Governance for the Quarter ended 31<sup>st</sup> December, 2018.

Thanking you,

Yours faithfully,  
For SEAMEC LIMITED

**S. N. Mohanty**  
**PRESIDENT**  
Corporate Affairs, Legal and Company Secretary



Encl: As stated

## ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Seamec Limited  
 2. Quarter ending - 31-Dec-2018

I. Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairpers on /Executive /Non- Executive/ Independent/ Nominee)	Date of Appoint ment	Date of cessa tion	Tenu re	No of Directors hip in listed entities including this listed entity	No of members hips in Audit/ Stakehold er Committe e(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Sanjeev Agrawal	00282059	ABOPA4675N	C,NED,ND	03-Jun-2014			2	2	0
Mr.	Surinder Singh Kohli	00169907	AAWPK6879P	ID	03-Jun-2014		54	5	3	1
Mr.	Amarjit Singh Soni	03009390	AABPS3588A	ID	03-Jun-2014		54	1	1	0
Ms.	Seema Modi	05327073	AAGPM3853M	ID	01-Apr-2015		45	1	1	1
Mr.	Mahesh Prasad Mehrotra	00016768	AAAPM2948M	ID	08-Dec-2016		25	5	1	3
Mr.	Naveen Mohta	07027180	AGGPM9393Q	ED,ND	14-Nov-2017			1	1	0
Mr.	Subrat Das	07105815	AHUPD5886C	NED,ND	14-Nov-2017			1	0	0



## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mahesh Prasad Mehrotra	ID	Chairperson
2	Surinder Singh Kohli	ID	Member
3	Amarjit Singh Soni	ID	Member
4	Seema Modi	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Seema Modi	ID	Chairperson
2	Sanjeev Agrawal	C,NED,ND	Member
3	Naveen Mohta	ED,ND	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Seema Modi	ID	Chairperson
2	Amarjit Singh Soni	ID	Member
3	Surinder Singh Kohli	ID	Member
4	Mahesh Prasad Mehrotra	ID	Member
5	Sanjeev Agrawal	C,NED,ND	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Surinder Singh Kohli	ID	Chairperson
2	Amarjit Singh Soni	ID	Member
3	Seema Modi	ID	Member

## III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13-Aug-2018	13-Nov-2018	91


## IV. Meeting of Committees

<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	13-Nov-2018	YES	13-Aug-2018	91
Stakeholders Relationship Committee	13-Nov-2018	YES	13-Aug-2018	



<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

- VI. Affirmations**
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
  2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
    - a. Audit Committee - Yes
    - b. Nomination & remuneration committee - Yes
    - c. Stakeholders relationship committee - Yes
    - d. Risk management committee (applicable to the top 100 listed entities) - Not Applicable
  3. 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
  4. 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
  5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
    - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name :  S.N.Mohanty

Designation : Company Secretary 