



**SEAMEC LIMITED**

A member of **MMG™**

SEAMEC/BSE/SMO/219/18

30<sup>th</sup> August, 2018

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: Notice of the 31<sup>st</sup> Annual General Meeting of the Company and Book Closure**

Dear Sir,

This is to inform you that the 31<sup>st</sup> Annual General Meeting of the Company has been scheduled to be held on Wednesday, 26<sup>th</sup> September, 2018 at 4:30pm at Mirage Hotel, International Airport Approach Road, Marol, Andheri East, Mumbai - 400 059. The Notice of the 31<sup>st</sup> Annual General Meeting is enclosed. •

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall be closed from:

**Thursday, 20<sup>th</sup> September, 2018**

**To**

**Wednesday, 26<sup>th</sup> September, 2018**

(both days inclusive) for the purpose of the Thirty First Annual General Meeting of the Company scheduled to be held on Wednesday, 26<sup>th</sup> September, 2018.

Kindly take the aforesaid information on records.

Thanking you,

Yours faithfully,  
For **SEAMEC LIMITED**

**S. N. MOHANTY**  
**PRESIDENT**  
Corporate Affairs, Legal & Company Secretary

**NOTICE****TO THE MEMBERS**

NOTICE is hereby given that the Thirty First Annual General Meeting of SEAMEC LIMITED will be held on Wednesday, the 26<sup>th</sup> day of September, 2018 at 4.30 P.M. at Mirage Hotel, International Airport Approach Road, Marol, Andheri East, Mumbai – 400 059 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the:
  - a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon; and
  - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Agrawal (DIN: 00282059) who retires by rotation and is eligible for re-appointment.

**SPECIAL BUSINESS**

3. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Naveen Mohta (DIN: 07027180), who was appointed as an Additional Director of the Company w.e.f. 14<sup>th</sup> November, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation.”

4. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

**“RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such sanctions as may be necessary, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Naveen Mohta (DIN: 07027180) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 14<sup>th</sup> November, 2017 upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment as aforesaid, Mr. Naveen Mohta shall be entitled to the minimum remuneration by way of salary, perquisites and allowances, as set out in the statement annexed to the notice convening the meeting, not exceeding the overall ceiling of the total managerial remuneration as specified in Section 197 of the Act or such other limits as maybe prescribed from time to time”.

5. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Subrat Das (DIN: 07105815), who was appointed as an Additional Director of the Company w.e.f. 14<sup>th</sup> November, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation.”

6. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from ₹ 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 100,00,00,000 (Rupees One



Hundred Crores Only) by creation of new Preference Shares of ₹ 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Preference shares of ₹ 10 (Rupees Ten) each.”

7. To consider and, if thought fit, to pass, the following resolution which is proposed as a **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company by substituting the same with the following:-

“ V. The Authorised Share Capital of the Company is ₹ 100,00,00,000 (Rupees One Hundred Cores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10 (Rupees Ten) each and 5,00,00,000 (Five Crore) Preference Shares of ₹10 (Rupees Ten) each.”

Registered Office :  
A-901-905, 9<sup>th</sup> Floor,  
215 Atrium,  
Andheri Kurla Road,  
Andheri (East)  
Mumbai – 400 093

Dated: 13<sup>th</sup> August, 2018

By order of the Board

**S. N. Mohanty**  
President – Corporate Affairs,  
Legal and 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 poll instead of himself / herself and the proxy need not be a member of the Company. The proxy form duly completed and signed should be lodged with the Company at its Registered Office at least 48 hours before the time of the meeting. As per Secretarial Standards-2, the proxy should carry a valid Photo-Id card to the AGM venue.**  
**A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such person shall not act as a Proxy for any other Member. Proxies submitted on behalf of Limited Companies, Societies etc. must be supported by appropriate resolution / authority, as applicable.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2018 to 26.09.2018 (both days inclusive).
3. In pursuance of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, the relevant details of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
4. Members desirous of obtaining any information regarding Accounts and operations of the Company are requested to write to the Company, so that it reaches the Company at least 7 (Seven) days before the meeting, to enable the Company to keep the information ready at the time of the meeting.
5. Any change of address of the members holding shares in physical mode of the Company should be intimated to the Registered Office of the Company or to the Registrars (RTA): C B Management Services (P) Ltd., P-22, Bondel Road, 5<sup>th</sup> Floor, Kolkata – 700 019. Members holding shares in Demat Mode must inform change of address to their respective Depository Participants.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN to the Company and/or Registrar and Share Transfer Agent of the Company.
8. Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in the same order are requested to send all their relevant share certificates to the RTA for consolidation to one account to facilitate better service.
9. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.
10. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
11. Members are requested to quote the ledger folio or Client ID and DP ID numbers in all communications with the Company.
12. Members may note that the Notice of the 31<sup>st</sup> Annual General Meeting and Annual Report for 2017-18 will also be available on the Company's website [www.seamec.in](http://www.seamec.in). The Notice of AGM shall also be available on the website of NSDL viz. <https://evoting.nsdl.com>.
13. Electronic copy of the Annual Report 2017-18 containing Notice of AGM is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members, who have not registered their email address, Physical copies of the Annual Report along with Notice of AGM are being sent in the permitted mode.
14. To support "Green Initiatives", the members who have not registered their email addresses are requested to register the same with the Registrar/Depositories.



**15. Voting through Electronic means**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with, Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 23.09.2018, (9:00 am) and ends on 25.09.2018, (5:00 pm). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 19.09.2018 may cast their vote by remote evoting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-into NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- 4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.smishra@gmail.com](mailto:cs.smishra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- VI. Member(s) already registered with NSDL for e-voting can use existing user ID and Password/PIN for casting vote.
  - VII. Member(s) can also update his/their mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
  - VIII. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of 19.09.2018.
  - IX. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19.09.2018, may obtain the login ID and password for e-voting from the Company's Registrars & Transfer Agents, C B Management Services (P) Ltd., P-22 Bondel Road, Kolkata – 700019, (Phone no. 033 40116717 / 18 or NSDL (Toll Free No.: 1800222990)).
  - X. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - XI. Mr. Satyajit Mishra, Company Secretary in Wholetime Practice (Membership No. ACS-5759, C.P. No. 4997), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
  - XIII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The declared results along with the Scrutinizer's Report will be available on the Company's website and on the website of NSDL on the same day and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NOS. 3 & 4**

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with applicable Rules framed thereunder, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Naveen Mohta as an Additional Director of the Company w.e.f. 14<sup>th</sup> November, 2017. As an Additional Director, Mr. Mohta holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The company has received the requisite notice under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company.

The Board of Directors at its meeting held on 14<sup>th</sup> November, 2017 had, on the recommendation of the NRC, appointed Mr. Mohta as a Whole-time Director of the Company for a period of 5 years w.e.f. 14<sup>th</sup> November, 2017.

Mr. Mohta holds office as a Whole-time Director in the Holding Company i.e., HAL Offshore Limited (HAL) and has been nominated by HAL to act as a Whole-time Director in your Company. Mr. Mohta draws remuneration from HAL Offshore Limited, the Holding Company, and he would not be drawing any remuneration from your Company.

Mr. Mohta, aged about 45 years, is, by qualification, a Chartered Accountant and a Cost & Works Accountant. He has a long illustrious career spanning 19 years of experience. His area of expertise is Finance, Accounts and Operations.

In the opinion of the Board, Mr. Mohta fulfills the conditions specified in Companies Act, 2013 and rules made thereunder for his appointment as Whole-time Director of your Company. The copy of the letter of appointment of Mr. Mohta as a Whole-time Director would be available for inspection by the members at the registered office of the Company during normal business hours on any working day.

Your Directors are of the view that it will be in the best interest of the Company to appoint Mr. Mohta as Whole-time Director for a period of 5 years and therefore recommends adoption of the resolutions as proposed in Item Nos. 3 & 4 of the Notice.

Mr Sanjeev Agrawal, Chairman, being the promoters, of HAL Offshore Ltd. and Mr Naveen Mohta, to whom these resolutions relate to, may be deemed to be concerned or interested in the resolutions. None of the other Directors and the Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolutions.

**ITEM NO. 5**

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with applicable Rules framed thereunder, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Subrat Das as an Additional Director of the Company w.e.f. 14<sup>th</sup> November, 2017. As an Additional Director, Mr. Das holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The company has received the requisite notice under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company.

Mr. Das does not hold directorship in any other Company except SEAMEC. He is the Chief Financial Officer in the holding company, i.e., HAL Offshore Limited.

Mr. Subrat Das, aged about 55 years is, by qualification, a Chartered Accountant. He has a long illustrious career spanning 28 years of experience. His area of expertise is Finance, Accounts, Taxation and Legal matters.

In the opinion of the Board, Mr. Das fulfills the conditions specified in Companies Act, 2013 and rules made thereunder for his appointment as Director of the Company. The copy of the letter of appointment of Mr. Das as a Director would be available for inspection by the members at the registered office of the Company during normal business hours on any working day.

Your Directors are of the view that it will be in the best interest of the Company to appoint Mr. Das as a Director and therefore recommends adoption of this resolution as proposed in Item No. 5 of the Notice.

Mr Sanjeev Agrawal, Chairman, being the promoters, of HAL Offshore Ltd. and Mr. Subrat Das, to whom the resolution relates to, may be deemed to be concerned or interested in the resolution. None of the other Directors and the Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution.

**ITEM NOS. 6 & 7.**

Presently, the Authorised Share Capital of the Company stands at ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10 (Rupees Ten) each.





The Board of Directors of the Company in its meeting held on 14<sup>th</sup> November, 2017 has approved the a proposal for Demerger of the EPC & Vessel Division of HAL Offshore Limited ('HAL'), the Holding Company, into SEAMEC Limited ('SEAMEC'), and has also approved the draft scheme of demerger thereof. The proposed scheme of demerger is subject to the approval of Stock Exchange(s), Hon'ble National Company Law Tribunal (NCLT) and Shareholders of the Company.

Pursuant to the Scheme of Demerger, the share exchange ratio taken on record is as under:

- a) 10 Equity Shares of ₹ 10 each of SEAMEC to all Equity Share Holders of HAL for every 30 shares of ₹ 10 each held in HAL.
- b) 99 – 6% non cumulative compulsorily redeemable preference shares of ₹ 10 each of SEAMEC to all Equity Share Holders of HAL for every 30 Equity Shares of ₹ 10 each held in HAL.

The resultant paid-up share capital of the Company post demerger would be as under:

1. Equity Share Capital: ₹ 30,38,29,260 divided into 3,03,82,926 fully paid-up equity shares of ₹ 10 each; &
2. Preference Share Capital: ₹ 49,08,34,740 divided into 4,90,83,474 fully paid-up compulsorily redeemable preference shares of ₹ 10 each.

The Company had made applications to BSE and NSE under Regulation 37 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for approval of the scheme of demerger. The BSE and NSE vide letter dated 15<sup>th</sup> May, 2018 and 16<sup>th</sup> May, 2018 respectively have approved the scheme of demerger and advised the Company on the observations of SEBI.

NCLT vide order dated 20<sup>th</sup> July, 2018 directed interalia, convening the separate meetings of the members of the company.

In order to issue the preference shares under the scheme of demerger, it is required to increase the authorized share capital of the Company by way of creation of new 5,00,00,000 (Five Crores) preference shares of ₹ 10 (Rupees Ten) each aggregating to preference share capital of ₹ 50,00,00,000 (Rupees Fifty Crores Only).

The resultant authorized capital will be ₹ 100,00,00,000 (Rupees One Hundred Crores Only) divided into:

- a) 5,00,00,000 Equity Shares of ₹ 10 each; &
- b) 5,00,00,000 Preference Shares of ₹ 10 each.

The above alteration/increase in the authorized share capital of the Company requires the approval of shareholders by way of Ordinary Resolution as set out in Item No.6 of the Notice.

The above increase also requires consequential amendment of to Clause of V (Capital Clause) of the Memorandum of Association of the Company by way of an Ordinary Resolution as set out in Item No.7 of the Notice.

Except to the extent of their directorship(s) and/or shareholding, if any, in HAL Offshore Ltd., none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 6 and 7 of the Notice.

Registered Office :  
A-901-905, 9<sup>th</sup> Floor,  
215 Atrium,  
Andheri Kurla Road,  
Andheri (East)  
Mumbai – 400 093

Dated: 13.08.2018

By order of the Board

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

### Annexure to Notice

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting  
[Pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements)  
Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Sanjeev Agrawal	Mr. Naveen Mohta	Mr. Subrat Das
DIN	00282059	07027180	07105815
Date of Birth / Age	5 <sup>th</sup> December, 1963 / 55 yrs.	13 <sup>th</sup> July, 1973 / 45 yrs.	18 <sup>th</sup> May, 1963 / 55 yrs.
Date of First Appointment on the Board	03.06.2014	14.11.2017	14.11.2017
Qualifications	Master Degree in Commerce & MBA from Coca Cola University of Atlanta.	Chartered Accountant and CWA	Chartered Accountant
Brief profile and nature of his expertise in specific functional areas	Mr. Sanjeev Agrawal is an eminent and successful Entrepreneur. Mr. Agrawal has vast experience of over 22 years in the field of Oil & Gas Sector, Soft Drinks, Education, Hospitality and Real Estate.	Mr. Naveen Mohta has a long illustrious career spanning 19 years of experience. His area of expertise is in Operations.	Mr. Subrat Das has a long illustrious career spanning 28 years of experience. His area of expertise is Finance, Accounts and Legal matters.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Fortune Industrial Resources Limited Metbrass Plassim India Limited	HAL Offshore Limited	
Memberships/Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	Fortune Industrial Resources Limited – Member of Nomination & Remuneration Committee.		
Inter-se relationship with other Directors and Key Managerial Personnel	None.	None.	None.
Number of shares held in the Company	NIL	NIL	NIL

For other details such as number of meetings of the Board attended during FY 2017-8 and remuneration drawn in respect of the above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

SEAMEC/NSE/SMO/220/18

30<sup>th</sup> August, 2018

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

**Sub: Notice of the 31<sup>st</sup> Annual General Meeting of the Company and Book Closure**

Dear Sir,

This is to inform you that the 31<sup>st</sup> Annual General Meeting of the Company has been scheduled to be held on Wednesday, 26<sup>th</sup> September, 2018 at 4:30pm at Mirage Hotel, International Airport Approach Road, Marol, Andheri East, Mumbai - 400 059. The Notice of the 31<sup>st</sup> Annual General Meeting is enclosed.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall be closed from:

**Thursday, 20<sup>th</sup> September, 2018**

**To**

**Wednesday, 26<sup>th</sup> September, 2018**

(both days inclusive) for the purpose of the Thirty First Annual General Meeting of the Company scheduled to be held on Wednesday, 26<sup>th</sup> September, 2018.

Kindly take the aforesaid information on records.

Thanking you,

Yours faithfully,  
For **SEAMEC LIMITED**



**S. N. MOHANTY**  
**PRESIDENT**  
Corporate Affairs, Legal & Company Secretary

## NOTICE

### TO THE MEMBERS

NOTICE is hereby given that the Thirty First Annual General Meeting of SEAMEC LIMITED will be held on Wednesday, the 26<sup>th</sup> day of September, 2018 at 4.30 P.M. at Mirage Hotel, International Airport Approach Road, Marol, Andheri East, Mumbai – 400 059 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the:
  - a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon; and
  - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Agrawal (DIN: 00282059) who retires by rotation and is eligible for re-appointment.

#### SPECIAL BUSINESS

3. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Naveen Mohta (DIN: 07027180), who was appointed as an Additional Director of the Company w.e.f. 14<sup>th</sup> November, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation.”

4. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

**“RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such sanctions as may be necessary, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Naveen Mohta (DIN: 07027180) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 14<sup>th</sup> November, 2017 upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment as aforesaid, Mr. Naveen Mohta shall be entitled to the minimum remuneration by way of salary, perquisites and allowances, as set out in the statement annexed to the notice convening the meeting, not exceeding the overall ceiling of the total managerial remuneration as specified in Section 197 of the Act or such other limits as maybe prescribed from time to time”.

5. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Subrat Das (DIN: 07105815), who was appointed as an Additional Director of the Company w.e.f. 14<sup>th</sup> November, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation.”

6. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from ₹ 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 100,00,00,000 (Rupees One



Hundred Crores Only) by creation of new Preference Shares of ₹ 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Preference shares of ₹ 10 (Rupees Ten) each.”

7. To consider and, if thought fit, to pass, the following resolution which is proposed as a **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company by substituting the same with the following:-

“ V. The Authorised Share Capital of the Company is ₹ 100,00,00,000 (Rupees One Hundred Cores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10 (Rupees Ten) each and 5,00,00,000 (Five Crore) Preference Shares of ₹10 (Rupees Ten) each.”

Registered Office :  
A-901-905, 9<sup>th</sup> Floor,  
215 Atrium,  
Andheri Kurla Road,  
Andheri (East)  
Mumbai – 400 093

Dated: 13<sup>th</sup> August, 2018

By order of the Board

**S. N. Mohanty**  
President – Corporate Affairs,  
Legal and 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 poll instead of himself / herself and the proxy need not be a member of the Company. The proxy form duly completed and signed should be lodged with the Company at its Registered Office at least 48 hours before the time of the meeting. As per Secretarial Standards-2, the proxy should carry a valid Photo-Id card to the AGM venue.**  
  
**A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such person shall not act as a Proxy for any other Member. Proxies submitted on behalf of Limited Companies, Societies etc. must be supported by appropriate resolution / authority, as applicable.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2018 to 26.09.2018 (both days inclusive).
3. In pursuance of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, the relevant details of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
4. Members desirous of obtaining any information regarding Accounts and operations of the Company are requested to write to the Company, so that it reaches the Company at least 7 (Seven) days before the meeting, to enable the Company to keep the information ready at the time of the meeting.
5. Any change of address of the members holding shares in physical mode of the Company should be intimated to the Registered Office of the Company or to the Registrars (RTA): C B Management Services (P) Ltd., P-22, Bondel Road, 5<sup>th</sup> Floor, Kolkata – 700 019. Members holding shares in Demat Mode must inform change of address to their respective Depository Participants.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN to the Company and/or Registrar and Share Transfer Agent of the Company.
8. Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in the same order are requested to send all their relevant share certificates to the RTA for consolidation to one account to facilitate better service.
9. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.
10. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
11. Members are requested to quote the ledger folio or Client ID and DP ID numbers in all communications with the Company.
12. Members may note that the Notice of the 31<sup>st</sup> Annual General Meeting and Annual Report for 2017-18 will also be available on the Company's website [www.seamec.in](http://www.seamec.in). The Notice of AGM shall also be available on the website of NSDL viz. <https://evoting.nsdl.com>.
13. Electronic copy of the Annual Report 2017-18 containing Notice of AGM is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members, who have not registered their email address, Physical copies of the Annual Report along with Notice of AGM are being sent in the permitted mode.
14. To support "Green Initiatives", the members who have not registered their email addresses are requested to register the same with the Registrar/Depositories.



**15. Voting through Electronic means**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with, Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 23.09.2018, (9:00 am) and ends on 25.09.2018, (5:00 pm). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 19.09.2018 may cast their vote by remote evoting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-into NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- 4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.smishra@gmail.com](mailto:cs.smishra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).





2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- VI. Member(s) already registered with NSDL for e-voting can use existing user ID and Password/PIN for casting vote.
  - VII. Member(s) can also update his/their mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
  - VIII. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of 19.09.2018.
  - IX. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19.09.2018, may obtain the login ID and password for e-voting from the Company's Registrars & Transfer Agents, C B Management Services (P) Ltd., P-22 Bondel Road, Kolkata – 700019, (Phone no. 033 40116717 / 18 or NSDL (Toll Free No.: 1800222990)).
  - X. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - XI. Mr. Satyajit Mishra, Company Secretary in Wholetime Practice (Membership No. ACS-5759, C.P. No. 4997), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
  - XIII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The declared results along with the Scrutinizer's Report will be available on the Company's website and on the website of NSDL on the same day and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NOS. 3 & 4**

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with applicable Rules framed thereunder, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Naveen Mohta as an Additional Director of the Company w.e.f. 14<sup>th</sup> November, 2017. As an Additional Director, Mr. Mohta holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The company has received the requisite notice under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company.

The Board of Directors at its meeting held on 14<sup>th</sup> November, 2017 had, on the recommendation of the NRC, appointed Mr. Mohta as a Whole-time Director of the Company for a period of 5 years w.e.f. 14<sup>th</sup> November, 2017.

Mr. Mohta holds office as a Whole-time Director in the Holding Company i.e., HAL Offshore Limited (HAL) and has been nominated by HAL to act as a Whole-time Director in your Company. Mr. Mohta draws remuneration from HAL Offshore Limited, the Holding Company, and he would not be drawing any remuneration from your Company.

Mr. Mohta, aged about 45 years, is, by qualification, a Chartered Accountant and a Cost & Works Accountant. He has a long illustrious career spanning 19 years of experience. His area of expertise is Finance, Accounts and Operations.

In the opinion of the Board, Mr. Mohta fulfills the conditions specified in Companies Act, 2013 and rules made thereunder for his appointment as Whole-time Director of your Company. The copy of the letter of appointment of Mr. Mohta as a Whole-time Director would be available for inspection by the members at the registered office of the Company during normal business hours on any working day.

Your Directors are of the view that it will be in the best interest of the Company to appoint Mr. Mohta as Whole-time Director for a period of 5 years and therefore recommends adoption of the resolutions as proposed in Item Nos. 3 & 4 of the Notice.

Mr Sanjeev Agrawal, Chairman, being the promoters, of HAL Offshore Ltd. and Mr Naveen Mohta, to whom these resolutions relate to, may be deemed to be concerned or interested in the resolutions. None of the other Directors and the Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolutions.

**ITEM NO. 5**

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with applicable Rules framed thereunder, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Subrat Das as an Additional Director of the Company w.e.f. 14<sup>th</sup> November, 2017. As an Additional Director, Mr. Das holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The company has received the requisite notice under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company.

Mr. Das does not hold directorship in any other Company except SEAMEC. He is the Chief Financial Officer in the holding company, i.e., HAL Offshore Limited.

Mr. Subrat Das, aged about 55 years is, by qualification, a Chartered Accountant. He has a long illustrious career spanning 28 years of experience. His area of expertise is Finance, Accounts, Taxation and Legal matters.

In the opinion of the Board, Mr. Das fulfills the conditions specified in Companies Act, 2013 and rules made thereunder for his appointment as Director of the Company. The copy of the letter of appointment of Mr. Das as a Director would be available for inspection by the members at the registered office of the Company during normal business hours on any working day.

Your Directors are of the view that it will be in the best interest of the Company to appoint Mr. Das as a Director and therefore recommends adoption of this resolution as proposed in Item No. 5 of the Notice.

Mr Sanjeev Agrawal, Chairman, being the promoters, of HAL Offshore Ltd. and Mr. Subrat Das, to whom the resolution relates to, may be deemed to be concerned or interested in the resolution. None of the other Directors and the Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution.

**ITEM NOS. 6 & 7.**

Presently, the Authorised Share Capital of the Company stands at ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10 (Rupees Ten) each.



The Board of Directors of the Company in its meeting held on 14<sup>th</sup> November, 2017 has approved the a proposal for Demerger of the EPC & Vessel Division of HAL Offshore Limited ('HAL'), the Holding Company, into SEAMEC Limited ('SEAMEC'), and has also approved the draft scheme of demerger thereof. The proposed scheme of demerger is subject to the approval of Stock Exchange(s), Hon'ble National Company Law Tribunal (NCLT) and Shareholders of the Company.

Pursuant to the Scheme of Demerger, the share exchange ratio taken on record is as under:

- a) 10 Equity Shares of ₹ 10 each of SEAMEC to all Equity Share Holders of HAL for every 30 shares of ₹ 10 each held in HAL.
- b) 99 – 6% non cumulative compulsorily redeemable preference shares of ₹ 10 each of SEAMEC to all Equity Share Holders of HAL for every 30 Equity Shares of ₹ 10 each held in HAL.

The resultant paid-up share capital of the Company post demerger would be as under:

1. Equity Share Capital: ₹ 30,38,29,260 divided into 3,03,82,926 fully paid-up equity shares of ₹ 10 each; &
2. Preference Share Capital: ₹ 49,08,34,740 divided into 4,90,83,474 fully paid-up compulsorily redeemable preference shares of ₹ 10 each.

The Company had made applications to BSE and NSE under Regulation 37 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for approval of the scheme of demerger. The BSE and NSE vide letter dated 15<sup>th</sup> May, 2018 and 16<sup>th</sup> May, 2018 respectively have approved the scheme of demerger and advised the Company on the observations of SEBI.

NCLT vide order dated 20<sup>th</sup> July, 2018 directed interalia, convening the separate meetings of the members of the company.

In order to issue the preference shares under the scheme of demerger, it is required to increase the authorized share capital of the Company by way of creation of new 5,00,00,000 (Five Crores) preference shares of ₹ 10 (Rupees Ten) each aggregating to preference share capital of ₹ 50,00,00,000 (Rupees Fifty Crores Only).

The resultant authorized capital will be ₹ 100,00,00,000 (Rupees One Hundred Crores Only) divided into:

- a) 5,00,00,000 Equity Shares of ₹ 10 each; &
- b) 5,00,00,000 Preference Shares of ₹ 10 each.

The above alteration/increase in the authorized share capital of the Company requires the approval of shareholders by way of Ordinary Resolution as set out in Item No.6 of the Notice.

The above increase also requires consequential amendment of to Clause of V (Capital Clause) of the Memorandum of Association of the Company by way of an Ordinary Resolution as set out in Item No.7 of the Notice.

Except to the extent of their directorship(s) and/or shareholding, if any, in HAL Offshore Ltd., none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 6 and 7 of the Notice.

Registered Office :  
A-901-905, 9<sup>th</sup> Floor,  
215 Atrium,  
Andheri Kurla Road,  
Andheri (East)  
Mumbai – 400 093

Dated: 13.08.2018

By order of the Board

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

### Annexure to Notice

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting  
[Pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements)  
Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Sanjeev Agrawal	Mr. Naveen Mohta	Mr. Subrat Das
DIN	00282059	07027180	07105815
Date of Birth / Age	5 <sup>th</sup> December, 1963 / 55 yrs.	13 <sup>th</sup> July, 1973 / 45 yrs.	18 <sup>th</sup> May, 1963 / 55 yrs.
Date of First Appointment on the Board	03.06.2014	14.11.2017	14.11.2017
Qualifications	Master Degree in Commerce & MBA from Coca Cola University of Atlanta.	Chartered Accountant and CWA	Chartered Accountant
Brief profile and nature of his expertise in specific functional areas	Mr. Sanjeev Agrawal is an eminent and successful Entrepreneur. Mr. Agrawal has vast experience of over 22 years in the field of Oil & Gas Sector, Soft Drinks, Education, Hospitality and Real Estate.	Mr. Naveen Mohta has a long illustrious career spanning 19 years of experience. His area of expertise is in Operations.	Mr. Subrat Das has a long illustrious career spanning 28 years of experience. His area of expertise is Finance, Accounts and Legal matters.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Fortune Industrial Resources Limited Metbrass Plassim India Limited	HAL Offshore Limited	
Memberships/Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	Fortune Industrial Resources Limited – Member of Nomination & Remuneration Committee.		
Inter-se relationship with other Directors and Key Managerial Personnel	None.	None.	None.
Number of shares held in the Company	NIL	NIL	NIL

For other details such as number of meetings of the Board attended during FY 2017-8 and remuneration drawn in respect of the above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.