



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

SEAMEC/BSE/SMO/70/18

4<sup>th</sup> April, 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: Quarterly and Yearly Report on Implementation of Provisions of Corporate Governance**

Dear Sir,

We furnish herewith the Quarterly and Yearly Report on implementation of provisions of Corporate Governance for the financial year ended 31<sup>st</sup> March, 2018.

Thanking you,

Yours faithfully,  
For **SEAMEC LIMITED**

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



Encl: As stated

<b>MSEI Symbol</b>	
Scrip code	526807
NSE Symbol	SEAMECLTD
MSEI Symbol	
ISIN	INE497B01018
Name of the entity	SEAMEC LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
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 for not providing PAN	Notes for not providing DIN
1	Mr	SANJEEV AGRAWAL	ABOPA4675N	00282059	Non-Executive - Nominee Director	Chairperson		03-06-2014			2	1	0		
2	Mr	SURINDER SINGH KOHLI	AAWPK6879P	00169907	Non-Executive - Independent Director	Not Applicable		03-06-2014		45	6	2	2		
3	Mr	AMARJIT SINGH SONI	AAVPS3588A	03009390	Non-Executive - Independent Director	Not Applicable		03-06-2014		45	1	1	0		
4	Ms	SEEMA MODI	AAGPM3853M	05327073	Non-Executive - Independent Director	Not Applicable		01-04-2015		36	1	1	1		



## Annexure I

## 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 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		16	6	2	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



A handwritten signature in black ink, consisting of several stylized, overlapping strokes.

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00016768	MAHESH PRASAD MEHROTRA	Non-Executive - Independent Director	Chairperson	
2	00169907	SURINDER SINGH KOHLI	Non-Executive - Independent Director	Member	
3	03009390	AMARJIT SINGH SONI	Non-Executive - Independent Director	Member	
4	05327073	SEEMA MODI	Non-Executive - Independent Director	Member	

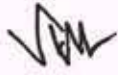




Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00169907	SURINDER SINGH KOHLI	Non-Executive - Independent Director	Chairperson	
2	03009390	AMARJIT SINGH SONI	Non-Executive - Independent Director	Member	
3	05327073	SEEMA MODI	Non-Executive - Independent Director	Member	



Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	05327073	SEEMA MODI	Non-Executive - Independent Director	Chairperson	
2	00282059	SANJEEV AGRAWAL	Non-Executive - Nominee Director	Member	
3	07027180	NAVEEN MOHTA	Executive Director	Member	





Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00282059	SANJEEV AGRAWAL	Non-Executive - Nominee Director	Chairperson	
2	05327073	SEEMA MODI	Non-Executive - Independent Director	Member	



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

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<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
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	14-11-2017		
2		14-02-2018	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)
1	Audit Committee	14-02-2018	Yes		14-11-2017	91
2	Stakeholders Relationship Committee	14-02-2018			14-11-2017	91



Annexure I			
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	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	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





Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	S N MOHANTY
2	Designation	Company Secretary and Compliance Office



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.seamec.in
2	Terms and conditions of appointment of independent directors	Yes		www.seamec.in
3	Composition of various committees of board of directors	Yes		www.seamec.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.seamec.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.seamec.in
6	Criteria of making payments to non-executive directors	Yes		www.seamec.in
7	Policy on dealing with related party transactions	Yes		www.seamec.in
8	Policy for determining 'material' subsidiaries	Yes		www.seamec.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.seamec.in



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.seamec.in
11	email address for grievance redressal and other relevant details	Yes		www.seamec.in
12	Financial results	Yes		www.seamec.in
13	Shareholding pattern	Yes		www.seamec.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.seamec.in



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	NA	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				





Annexure II		
1	Name of signatory	
2	Designation	





Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



Annexure II		
1	Name of signatory	S N MOHANTY
2	Designation	Company Secretary and Compliance Office



Signatory Details	
Name of signatory	S N MOHANTY
Designation of person	Company Secretary and Compliance Office
Place	MUMBAI
Date	04-04-2018





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

**SEAMEC/NSE/SMO/71/18**

3<sup>rd</sup> April, 2018

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

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

Dear Sir,

We furnish herewith the Quarterly and Yearly Report on implementation of provisions of Corporate Governance for the financial year ended 31<sup>st</sup> March, 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-Mar-2018

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Sanjeev Agrawal	00282059	ABOPA4675N	C,NED,ND	03-Jun-2014			2	1	0
Mr.	Surinder Singh Kohli	00169907	AAWPK6879P	NED,ID	03-Jun-2014		45	5	3	1
Mr.	Amarjit Singh Soni	03009390	AABPS3588A	NED,ID	03-Jun-2014		45	1	1	0
Ms.	Seema Modi	05327073	AAGPM3853M	NED,ID	01-Apr-2015		36	1	1	1
Mr.	Mahesh Prasad Mehrotra	00016768	AAAPM2948M	NED,ID	08-Dec-2016		16	6	2	3
Mr.	Subrat Das	07105815	AHUPD5886C	NED,ND	14-Nov-2017			1	0	0
Mr.	Naveen Mohta	07027180	AGGPM9393Q	ED,ND	14-Nov-2017			1	1	0





## I. Composition of Committees

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

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

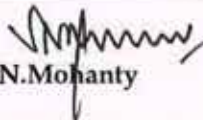

<b>Risk Management Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Seema Modi	NED,ID	Chairperson
2	Amarjit Singh Soni	NED,ID	Member
4	Surinder Singh Kohli	NED,ID	Member
5	Mahesh Prasad Mehrotra	NED,ID	Member

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

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14-Nov-2017	14-Feb-2018	91

<b>IV. Meeting of Committees</b>				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	14-Feb-2018	YES	14-Nov-2017	91
Stakeholders Relationship Committee	14-Feb-2018	YES	14-Nov-2017	



<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p style="margin-left: 20px;">a. Audit Committee - <b>Yes</b></p> <p style="margin-left: 20px;">b. Nomination &amp; remuneration committee - <b>Yes</b></p> <p style="margin-left: 20px;">c. Stakeholders relationship committee - <b>Yes</b></p> <p style="margin-left: 20px;">d. Risk management committee (applicable to the top 100 listed entities) - <b>Not Applicable</b></p> <p>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. - <b>Yes</b></p> <p>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.- <b>Yes</b></p> <p>5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - <b>Yes</b></p> <p>b. Any comments/observations/ advice of Board of Directors may be mentioned here:</p>	
<b>Name</b> :	 <b>S.N. Mohanty</b>
<b>Designation</b> :	 <b>Company Secretary</b>



**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status (Yes/No/NA)</b>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
New name and the old name of the listed entity		Yes
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Not Applicable
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes



<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Not Applicable

Name :   
Designation : Company Secretary

