

SEAMEC/BSE/SMO/267/17

18<sup>th</sup> July, 2017

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 30<sup>th</sup> Annual General Meeting of the Company and Book Closure**

Dear Sir,

This is to inform you that the 30<sup>th</sup> Annual General Meeting of the Company has been scheduled to be held on Friday, 11<sup>th</sup> August, 2017 at 4:00pm at Navinbhai Thakkar Auditorium, Shree Vile Parle Gujarati Mandal, Shraddhanand Road, Vile Parle (East), Mumbai 400057. The Notice of the 30<sup>th</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:

**Saturday, 5<sup>th</sup> August, 2017**

**To**

**Friday, 11<sup>th</sup> August, 2017**

(both days inclusive) for the purpose of the Thirtieth Annual General Meeting of the Company scheduled to be held on Friday, 11<sup>th</sup> August, 2017.

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 Thirtieth Annual General Meeting of SEAMEC LIMITED will be held on Friday, the 11<sup>th</sup> day of August, 2017 at 4 P.M. at Navinbhai Thakkar Auditorium, Shree Vile Parle Gujarati Mandal, Shraddhanand Road, Vile Parle (East), Mumbai-400057 to transact the following businesses as:

#### 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, 2017 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, 2017 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.
3. To appoint M/s. T R Chadha & Co. LLP – Chartered Accountants (ICAI Registration No. 006711N/9500028) as Statutory Auditors of the Company for a period of five years, fix their remuneration and, in this connection, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. T R Chadha & Co. LLP – Chartered Accountants (ICAI Registration No. 006711N/9500028) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting of the Company to be held in the year 2022 on such remuneration as may be decided by the Board of Directors of the Company.”

#### SPECIAL BUSINESS

4. 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Director) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Mahesh Prasad Mehrotra (DIN: 00016768), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 8<sup>th</sup> December, 2016, in terms of Section 161(1) of the Act and Article 119 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 7<sup>th</sup> December, 2021”.
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 188 of the Companies Act, 2013 (Act) read with Rule 15 of Companies (Meetings of Board and its Power) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the Company be and is hereby accorded to the Board of Directors of the company for entering into Related Party Transactions by way of entering into agreement/arrangement between the Company and M/s. HAL Offshore Limited pertaining to Charter Hire of Vessel, diving related services and other allied services that may be required in course of Company’s line of business directly or indirectly for a period of three years which would exceed the materiality threshold limit prescribed under Act and Regulations on such terms and conditions as may be agreed by the Board of Directors of the company upon recommendation of the Audit Committee and as briefly mentioned in the explanatory statement of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do such acts, deeds and things on behalf of the company, as may be necessary, desirable or expedient to give effect to the above resolution.”



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

**"RESOLVED THAT** with reference to the Special Resolution passed by the shareholders, through postal ballot, to the appointment of and remuneration payable to Captain C. J. Rodricks as Managing Director of the Company for a period of three years effective from 22<sup>nd</sup> January, 2015 as proposed vide item no. 5 of the postal ballot notice dated 6<sup>th</sup> March, 2015 (hereinafter referred to as "the said notice"), the relevant Explanatory Statement to the said item of business as was annexed to the said notice be and is hereby modified and shall be deemed to have always been so modified by, and read as, the text of the Explanatory Statement now annexed to this notice for reasons stated therein.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Dated: July 10, 2017

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 Standard-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 5<sup>th</sup> August, 2017 to 11<sup>th</sup> August, 2017 (both days inclusive).
3. In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of the Director retiring by rotation and seeking 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 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 to 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 30<sup>th</sup> Annual General Meeting and Annual Report for 2016-17 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 2016-17 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 member 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 30<sup>th</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 8<sup>th</sup> August, 2017 (9:00 am) and ends on 10<sup>th</sup> August, 2017 (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 4<sup>th</sup> August, 2017 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:
  - A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participant(s)):
    - i. Member to open email and open pdf file "seamec remote e-voting.pdf" with client ID or Folio No as password. The said pdf file contains member's user ID and Password/PIN for e-voting. This password is an initial password.
    - ii. Member to launch internet browser by typing following URL: <https://www.evoting.nsdl.com/>
    - iii. Members to click on shareholder – login
    - iv. Member to put user ID and Password as initial password/PIN noted in step (i) above – click login.
    - v. Password change menu will appears. Members to change password/PIN with new password of members choice with minimum 8 digits/characters or combination thereof. Note/remember new password. It is strongly recommended not to share password with any other persons and advised to take utmost care to keep password confidential.
    - vi. Home Page of remote e-voting opens. Click on remote e-voting Active voting cycles.
    - vii. Select "E-voting Event Number (EVEN)" of Seamec Limited.
    - viii. Now members are ready for remote e-voting as cast vote page opens.
    - ix. Members may cast vote by selecting appropriate option and click on "submit and also confirm" when prompted.
    - x. Upon confirmation, the message "vote cast successfully" will be displayed.
    - xi. Once vote on the resolution, member(s) will not be allowed to modify his/their vote.
    - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to "seamecscrutinizer@gmail.com" or "evoting@seamec.com" or "evoting@nsdl.co.in"
  - B. In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy).
    - i. Initial password is provided through separate loose sheet communication containing following:  
EVEN (E-Voting Event Number), USER ID, Password /PIN

- ii. Members to follow all steps from SI No (ii) to SI No. (xii) mentioned in (A) above to cast vote.
- VI. In case of any queries, member(s) may refer the Frequently Asked Questions (FAQ) for shareholders and e-voting user manual for shareholders, available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- VII. Member(s) already registered with NSDL for e-voting can use existing user ID and Password/PIN for casting vote.
- VIII. 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).
- IX. 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 4<sup>th</sup> August, 2017.
- X. 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. 4<sup>th</sup> August, 2017, 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).
- XI. 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.
- XII. Mr. P.V. Subramanian, Company Secretary in Wholetime Practice (Membership No. ACS-4585, C.P. No. 2077), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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.
- XIV. 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 NO. 4.**

Mr. Mahesh Prasad Mehrotra, aged about 76 years has been appointed by Board of Directors of the Company as a Non-Executive Independent Director of the Company. His appointment is effective from 8<sup>th</sup> December, 2016. Mr. Mehrotra is the Chairman of Audit Committee and member of Risk Management Committee of your Company.

By Qualification, Mr. Mehrotra is a Chartered Accountant and having a degree in Law. He is the founder Partner of Mehrotra & Mehrotra, Chartered Accountants, Kanpur and Delhi, since 1962. Mr. Mehrotra has a long outstanding illustrious career having 54 years of experience. His area of expertise is Finance, Accounts and Taxation.

Mr. Mehrotra holds directorship and membership of the committee of the Board of Directors of the understated other companies in India including:

- GOL Offshore Limited
- Dhampur Sugar Mills Limited
- Delton Cables Limited
- VLS Finance Limited
- South Asian Enterprises Limited

It is now proposed to ratify the appointment of Mr. Mehrotra as an Independent Director of the Company at this Annual General Meeting for a period of 5 consecutive years upto 7<sup>th</sup> December, 2021.

A notice has been received from a member u/s 160(1) of Companies Act, 2013 proposing candidature of Mr. Mehrotra for the office of Independent Director of the Company.

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

Mr. Mehrotra doesn't hold by himself or for any person on beneficial basis, any shares in the Company.

Your Directors are of the view that it will be in the best interest of the Company to appoint Mr. Mehrotra as Independent Director for consecutive period of 5 years and therefore recommends adoption of this resolution as proposed in Item No. 4 of the Notice.

Save and except Mr. Mehrotra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out in Item No. 4. This explanatory statement may also be regarded as a disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

**ITEM NO. 5.**

The company is at present having a Related Party Transaction with HAL Offshore Limited (HAL) by way of letting out on Charter Hire, the Company's vessel SEAMEC II (along with marine crew) and providing work class remotely operated vehicle (ROV) for a period of three years commencing from 28<sup>th</sup> September 2016. The above transactions exceeded the materiality threshold limit prescribed under Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, for which shareholders' approval was sought and obtained.

The present market scenario for Company's line of business does not provide full scope for the long term contract. On the contrary, there may be requirement for vessel charter on a very short notice. In the event of any contract of the said nature as well as provisions of other services for which arrangement is to be made between HAL and the company, the same may not be practically implemented pending the approval of shareholders which would be mandatory under section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

Further, there may be a necessity for arrangement of services between HAL and the company in respect of nature of company's business directly or indirectly.

In order to provide commercial and administrative convenience, it is proposed that authority be granted to the Board of Directors of the Company with a liberty to exercise the option for approving the Related Party transactions exceeding the threshold limit

for a period of three years w.e.f. date of passing this resolution subject to prior review of each transaction and recommendation of the same by the Audit Committee to the Board for approval to meet the regulatory provisions under section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

Your directors feel that it would be appropriate to pass this resolution in the best interest of the Company.

The Board of Directors recommend passing of the resolution as set out in this notice as Ordinary Resolution.

As per the regulatory requirement, the related parties shall abstain from voting on the proposed transactions.

None of the Directors of Key Managerial Personnel's of the Company and/or their relatives except Mr. Sanjeev Agrawal, being the Nominee Director of HAL is deemed to be concerned or interested in the resolution.

#### ITEM NO. 6.

With the consent of the shareholders accorded by Special Resolution through postal ballot (vide postal ballot notice dated 6<sup>th</sup> March, 2015), Captain C.J. Rodricks was appointed as Managing Director of the Company for a period of three years from 22<sup>nd</sup> January, 2015 on such terms and conditions as contained in the relevant Explanatory Statement appended to the said notice.

However, during the FY 2015-16 the Company did not have adequate profits resulting in payment of remuneration in excess of the prescribed limits to Captain C.J. Rodricks for the FY 2015-16.

An application was, therefore, made by the Company to the Central Government for approval for waiver of excess remuneration paid to Captain C. J. Rodricks during the financial year 2015-16.

The Central Government, while processing the application, has advised the Company to furnish the statement as prescribed under sub clause (iv) of Clause B of Section II of Schedule V of the Companies Act, 2013 in the Explanatory Statement to the notice, duly approved by the shareholders.

In view of the above, the explanatory statement furnished earlier in the notice dated 6<sup>th</sup> March, 2015 needs to be modified by the inclusion of a statement containing information pursuant to sub clause (iv) of Clause B of Section II of Schedule V of Companies Act, 2013. Accordingly, the modified statement has been set out as under:-

#### I. GENERAL INFORMATION

1. Nature of Industry: Shipping
2. Date or expected date of commencement of commercial production: Not Applicable.
3. Financial Performance based on given Indicators:

Item	For 2015-16 (₹ In Million)	For 2014-15 (₹ In Million)
Revenue	3489	3858
Profit/ (Los) Before Tax	92	600
Profit /(Loss)After Tax	39	540
Net Worth	4197	5217
Effective Capital	3118	5192

4. Foreign investments or collaborations, if any : Not applicable

#### II. INFORMATION ABOUT CAPTAIN C. J. RODRICKS

1. Background Details:

Captain C.J. Rodricks joined the Company in the year 2003 as Chief Operating Officer. He was elevated to position of Managing Director in 2005. Captain C.J. Rodricks, by qualification holds a Masters Degree (Foreign Going) and has vast experience of 43 years in Shipping Industry. During his illustrious career, he worked in senior positions in many reputed Indian and Foreign Companies. Offshore Shipping Management is his expertise in specific functional area. His competency and expertise have been highly beneficial to the company. Under his leadership the Company increased its Fleet strength and got recognition abroad through successful operations.



**2. Past Remuneration:**

Year	Salary (In ₹)	Perquisites & Allowances (In ₹)	Commission, bonus and performance linked incentives	Others (Contribution to Provident Fund)	Total (In ₹)	Net profit / (loss) u/s 198 (In ₹)
2015-16	50,95,500	92,37,011	20,00,000	-	1,63,32,511	8,67,92,511
2014-15	40,68,485	1,08,02,886 (includes free shares & ESOP)	46,05,570	3,69,540	1,98,46,481	62,17,86,481

3. Recognition or awards: Not Applicable

4. Job Profile and his suitability:

Captain. C. J. Rodricks is responsible for the overall management of the Company subject to Supervision, control and direction of the Board of Directors. He has played a pivotal role for the growth and profitability of the company and contributed significantly in bringing the Company's stature to a level of recognition in the industry. He has vast and invaluable experience of 43 years in the Shipping industry.

5. Remuneration proposed:

A.	Salary	₹ 9,01,550/- (Rupees Nine Lacs One Thousand Five Hundred and fifty Only) per month including ₹ 4,30,000/- (Rupees Four Lacs Thirty Thousand Only) as basic pay and ₹ 4,71,550/- (Rupees Four Lacs Seventy One Thousand Five Hundred and Fifty Only) as allowance per month with effect from 22.01.2015.
(i)	Housing	House Rent Allowance of ₹ 2,15,000/- (Rupees Two Lacs Fifteen Thousand Only) per month.
(ii)	Medical Expenses	Medical expenses ₹ 75,125 per month aggregating to annualized ₹ 9,01,500.
(iii)	Leave Travel Concession	Leave Travel concession for the Managing Director and his family once in year incurred in accordance with rules specified by the Company, not exceeding ₹ 1,00,000/-
(iv)	Insurance	All insurances including Group Personal Accident, Group Medical Insurance, Life Insurance as per Company's Policy from time-to-time. Travel Insurance shall be to

6. Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person:

By Industry standard the payment of remuneration made to Captain C.J.Rodricks was not extraordinary.

Comparative remuneration of managing Directors of shipping Industry

Year	Company	Name	Designation	Amount (₹ in Million)
2014-15	Great Eastern Shipping	Mr. Bharat Seth	Dy Chairman & Managing Director	80.23
2015-16	Great Eastern Shipping	Mr. Bharat Seth	Dy Chairman & Managing Director	96.33

7. Pecuniary relationship directly or indirectly with the company or relationship with Managerial personnel, if any:

Remuneration in the capacity of Managing Director and 4450 number of Shares held by him in the Company which is 0.01% in the Share Capital of the Company.

**III. OTHER INFORMATION:**

1. Reason of loss or inadequate profits.:

For the FY 2014-15, the Company earned Profit After Tax (PAT) of ₹ 540 million. However, in the subsequent year, viz 2015-16, the profit was declined to ₹ 39 million. The primary reasons attributed to the decline in profit are under employment of sizeable section of Company's fleet during monsoons in India, the absence of opportunities in middle east and one of the Company's vessel was in dry dock while the another one under modification.

2. Steps taken or proposed to be taken for improvement.
  1. Better and increased utilisation of vessels is planned in a strategic manner.
  2. Cost control.
  3. Expansion and diversification in the related field.

3. Expected increase in productivity and profit measures taken.

The measures stated above would increase business and profitability. Planned activity will help us in availing opportunity in the improving business scenario.

**IV. DISCLOSURES: The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:**

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors:  
Provided in Directors Report
2. Details of fixed component and performance linked incentives along with the performance criteria:  
Provided in Directors Report
3. Service contracts, notice period, severance fees:  
3 months as per the terms of agreement.

The Board of Directors recommend your approval for passing the resolution as set out in the notice as Special Resolution.

None of the Directors and the Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the special resolution set out in item No.6

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

Dated: July 10, 2017

By order of the Board

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

**Annexure to Notice**

Details of Director seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of the Director</b>	<b>Mr. Sanjeev Agrawal</b>	<b>Mr. Mahesh Prasad Mehrotra</b>
DIN	00282059	00016768
Date of Birth / Age	5 <sup>th</sup> December, 1963 / 54 yrs.	20 <sup>th</sup> September, 1940 / 76 yrs
Date of First Appointment on the Board	03.06.2014	08.12.2016
Qualifications	Master Degree in Commerce & MBA from Coca Cola University of Atlanta.	Chartered Accountant and Degree in Law
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. Mahesh Prasad Mehrotra has a long outstanding illustrious career having 54 years of experience. His area of expertise is Finance, Accounts and Taxation.
Relationship between Directors inter-se	None.	None.
Other Directorships in Listed Entities	- Fortune Industrial Resources Limited	- South Asian Enterprises Limited - V L S Finance Limited - Delton Cables Limited - Dhampur Sugar Mills Limited - Gol Offshore Limited
Membership of Committees of the Board	CSR Committee – Chairman Stakeholder Relationship Committee - Member	Audit Committee – Chairman Risk Management Committee - Member
Shareholding in the Company	NIL	NIL

SEAMEC/NSE/SMO/268/17

18<sup>th</sup> July, 2017

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

**Sub: Notice of the 30<sup>th</sup> Annual General Meeting of the Company and Book Closure**

Dear Sir,

This is to inform you that the 30<sup>th</sup> Annual General Meeting of the Company has been scheduled to be held on Friday, 11<sup>th</sup> August, 2017 at 4:00pm at Navinbhai Thakkar Auditorium, Shree Vile Parle Gujarati Mandal, Shraddhanand Road, Vile Parle (East), Mumbai 400057. The Notice of the 30<sup>th</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:

**Saturday, 5<sup>th</sup> August, 2017**

**To**

**Friday, 11<sup>th</sup> August, 2017**

(both days inclusive) for the purpose of the Thirtieth Annual General Meeting of the Company scheduled to be held on Friday, 11<sup>th</sup> August, 2017.

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 Thirtieth Annual General Meeting of SEAMEC LIMITED will be held on Friday, the 11<sup>th</sup> day of August, 2017 at 4 P.M. at Navinbhai Thakkar Auditorium, Shree Vile Parle Gujarati Mandal, Shraddhanand Road, Vile Parle (East), Mumbai-400057 to transact the following businesses as:

#### 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, 2017 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, 2017 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.
3. To appoint M/s. T R Chadha & Co. LLP – Chartered Accountants (ICAI Registration No. 006711N/9500028) as Statutory Auditors of the Company for a period of five years, fix their remuneration and, in this connection, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. T R Chadha & Co. LLP – Chartered Accountants (ICAI Registration No. 006711N/9500028) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting of the Company to be held in the year 2022 on such remuneration as may be decided by the Board of Directors of the Company.”

#### SPECIAL BUSINESS

4. 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Director) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Mahesh Prasad Mehrotra (DIN: 00016768), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 8<sup>th</sup> December, 2016, in terms of Section 161(1) of the Act and Article 119 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 7<sup>th</sup> December, 2021”.
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 188 of the Companies Act, 2013 (Act) read with Rule 15 of Companies (Meetings of Board and its Power) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force) and with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the Company be and is hereby accorded to the Board of Directors of the company for entering into Related Party Transactions by way of entering into agreement/arrangement between the Company and M/s. HAL Offshore Limited pertaining to Charter Hire of Vessel, diving related services and other allied services that may be required in course of Company’s line of business directly or indirectly for a period of three years which would exceed the materiality threshold limit prescribed under Act and Regulations on such terms and conditions as may be agreed by the Board of Directors of the company upon recommendation of the Audit Committee and as briefly mentioned in the explanatory statement of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do such acts, deeds and things on behalf of the company, as may be necessary, desirable or expedient to give effect to the above resolution.”



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

**"RESOLVED THAT** with reference to the Special Resolution passed by the shareholders, through postal ballot, to the appointment of and remuneration payable to Captain C. J. Rodricks as Managing Director of the Company for a period of three years effective from 22<sup>nd</sup> January, 2015 as proposed vide item no. 5 of the postal ballot notice dated 6<sup>th</sup> March, 2015 (hereinafter referred to as "the said notice"), the relevant Explanatory Statement to the said item of business as was annexed to the said notice be and is hereby modified and shall be deemed to have always been so modified by, and read as, the text of the Explanatory Statement now annexed to this notice for reasons stated therein.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Dated: July 10, 2017

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 Standard-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 5<sup>th</sup> August, 2017 to 11<sup>th</sup> August, 2017 (both days inclusive).
3. In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of the Director retiring by rotation and seeking 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 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 to 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 30<sup>th</sup> Annual General Meeting and Annual Report for 2016-17 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 2016-17 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 member 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 30<sup>th</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 8<sup>th</sup> August, 2017 (9:00 am) and ends on 10<sup>th</sup> August, 2017 (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 4<sup>th</sup> August, 2017 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:
  - A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participant(s)):
    - i. Member to open email and open pdf file "seamec remote e-voting.pdf" with client ID or Folio No as password. The said pdf file contains member's user ID and Password/PIN for e-voting. This password is an initial password.
    - ii. Member to launch internet browser by typing following URL: <https://www.evoting.nsdl.com/>
    - iii. Members to click on shareholder – login
    - iv. Member to put user ID and Password as initial password/PIN noted in step (i) above – click login.
    - v. Password change menu will appears. Members to change password/PIN with new password of members choice with minimum 8 digits/characters or combination thereof. Note/remember new password. It is strongly recommended not to share password with any other persons and advised to take utmost care to keep password confidential.
    - vi. Home Page of remote e-voting opens. Click on remote e-voting Active voting cycles.
    - vii. Select "E-voting Event Number (EVEN)" of Seamec Limited.
    - viii. Now members are ready for remote e-voting as cast vote page opens.
    - ix. Members may cast vote by selecting appropriate option and click on "submit and also confirm" when prompted.
    - x. Upon confirmation, the message "vote cast successfully" will be displayed.
    - xi. Once vote on the resolution, member(s) will not be allowed to modify his/their vote.
    - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to "seamecscrutinizer@gmail.com" or "evoting@seamec.com" or "evoting@nsdl.co.in"
  - B. In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy).
    - i. Initial password is provided through separate loose sheet communication containing following:  
EVEN (E-Voting Event Number), USER ID, Password /PIN



- ii. Members to follow all steps from SI No (ii) to SI No. (xii) mentioned in (A) above to cast vote.
- VI. In case of any queries, member(s) may refer the Frequently Asked Questions (FAQ) for shareholders and e-voting user manual for shareholders, available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- VII. Member(s) already registered with NSDL for e-voting can use existing user ID and Password/PIN for casting vote.
- VIII. 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).
- IX. 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 4<sup>th</sup> August, 2017.
- X. 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. 4<sup>th</sup> August, 2017, 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).
- XI. 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.
- XII. Mr. P.V. Subramanian, Company Secretary in Wholetime Practice (Membership No. ACS-4585, C.P. No. 2077), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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.
- XIV. 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 NO. 4.**

Mr. Mahesh Prasad Mehrotra, aged about 76 years has been appointed by Board of Directors of the Company as a Non-Executive Independent Director of the Company. His appointment is effective from 8<sup>th</sup> December, 2016. Mr. Mehrotra is the Chairman of Audit Committee and member of Risk Management Committee of your Company.

By Qualification, Mr. Mehrotra is a Chartered Accountant and having a degree in Law. He is the founder Partner of Mehrotra & Mehrotra, Chartered Accountants, Kanpur and Delhi, since 1962. Mr. Mehrotra has a long outstanding illustrious career having 54 years of experience. His area of expertise is Finance, Accounts and Taxation.

Mr. Mehrotra holds directorship and membership of the committee of the Board of Directors of the understated other companies in India including:

- GOL Offshore Limited
- Dhampur Sugar Mills Limited
- Delton Cables Limited
- VLS Finance Limited
- South Asian Enterprises Limited

It is now proposed to ratify the appointment of Mr. Mehrotra as an Independent Director of the Company at this Annual General Meeting for a period of 5 consecutive years upto 7<sup>th</sup> December, 2021.

A notice has been received from a member u/s 160(1) of Companies Act, 2013 proposing candidature of Mr. Mehrotra for the office of Independent Director of the Company.

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

Mr. Mehrotra doesn't hold by himself or for any person on beneficial basis, any shares in the Company.

Your Directors are of the view that it will be in the best interest of the Company to appoint Mr. Mehrotra as Independent Director for consecutive period of 5 years and therefore recommends adoption of this resolution as proposed in Item No. 4 of the Notice.

Save and except Mr. Mehrotra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out in Item No. 4. This explanatory statement may also be regarded as a disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

**ITEM NO. 5.**

The company is at present having a Related Party Transaction with HAL Offshore Limited (HAL) by way of letting out on Charter Hire, the Company's vessel SEAMEC II (along with marine crew) and providing work class remotely operated vehicle (ROV) for a period of three years commencing from 28<sup>th</sup> September 2016. The above transactions exceeded the materiality threshold limit prescribed under Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, for which shareholders' approval was sought and obtained.

The present market scenario for Company's line of business does not provide full scope for the long term contract. On the contrary, there may be requirement for vessel charter on a very short notice. In the event of any contract of the said nature as well as provisions of other services for which arrangement is to be made between HAL and the company, the same may not be practically implemented pending the approval of shareholders which would be mandatory under section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

Further, there may be a necessity for arrangement of services between HAL and the company in respect of nature of company's business directly or indirectly.

In order to provide commercial and administrative convenience, it is proposed that authority be granted to the Board of Directors of the Company with a liberty to exercise the option for approving the Related Party transactions exceeding the threshold limit

for a period of three years w.e.f. date of passing this resolution subject to prior review of each transaction and recommendation of the same by the Audit Committee to the Board for approval to meet the regulatory provisions under section 188 of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

Your directors feel that it would be appropriate to pass this resolution in the best interest of the Company.

The Board of Directors recommend passing of the resolution as set out in this notice as Ordinary Resolution.

As per the regulatory requirement, the related parties shall abstain from voting on the proposed transactions.

None of the Directors of Key Managerial Personnel's of the Company and/or their relatives except Mr. Sanjeev Agrawal, being the Nominee Director of HAL is deemed to be concerned or interested in the resolution.

#### ITEM NO. 6.

With the consent of the shareholders accorded by Special Resolution through postal ballot (vide postal ballot notice dated 6<sup>th</sup> March, 2015), Captain C.J. Rodricks was appointed as Managing Director of the Company for a period of three years from 22<sup>nd</sup> January, 2015 on such terms and conditions as contained in the relevant Explanatory Statement appended to the said notice.

However, during the FY 2015-16 the Company did not have adequate profits resulting in payment of remuneration in excess of the prescribed limits to Captain C.J. Rodricks for the FY 2015-16.

An application was, therefore, made by the Company to the Central Government for approval for waiver of excess remuneration paid to Captain C. J. Rodricks during the financial year 2015-16.

The Central Government, while processing the application, has advised the Company to furnish the statement as prescribed under sub clause (iv) of Clause B of Section II of Schedule V of the Companies Act, 2013 in the Explanatory Statement to the notice, duly approved by the shareholders.

In view of the above, the explanatory statement furnished earlier in the notice dated 6<sup>th</sup> March, 2015 needs to be modified by the inclusion of a statement containing information pursuant to sub clause (iv) of Clause B of Section II of Schedule V of Companies Act, 2013. Accordingly, the modified statement has been set out as under:-

#### I. GENERAL INFORMATION

1. Nature of Industry: Shipping
2. Date or expected date of commencement of commercial production: Not Applicable.
3. Financial Performance based on given Indicators:

Item	For 2015-16 (₹ In Million)	For 2014-15 (₹ In Million)
Revenue	3489	3858
Profit/ (Los) Before Tax	92	600
Profit /(Loss)After Tax	39	540
Net Worth	4197	5217
Effective Capital	3118	5192

4. Foreign investments or collaborations, if any : Not applicable

#### II. INFORMATION ABOUT CAPTAIN C. J. RODRICKS

1. Background Details:

Captain C.J. Rodricks joined the Company in the year 2003 as Chief Operating Officer. He was elevated to position of Managing Director in 2005. Captain C.J. Rodricks, by qualification holds a Masters Degree (Foreign Going) and has vast experience of 43 years in Shipping Industry. During his illustrious career, he worked in senior positions in many reputed Indian and Foreign Companies. Offshore Shipping Management is his expertise in specific functional area. His competency and expertise have been highly beneficial to the company. Under his leadership the Company increased its Fleet strength and got recognition abroad through successful operations.



2. Past Remuneration:

Year	Salary (In ₹)	Perquisites & Allowances (In ₹)	Commission, bonus and performance linked incentives	Others (Contribution to Provident Fund)	Total (In ₹)	Net profit / (loss) u/s 198 (In ₹)
2015-16	50,95,500	92,37,011	20,00,000	-	1,63,32,511	8,67,92,511
2014-15	40,68,485	1,08,02,886 (includes free shares & ESOP)	46,05,570	3,69,540	1,98,46,481	62,17,86,481

3. Recognition or awards: Not Applicable

4. Job Profile and his suitability:

Captain. C. J. Rodricks is responsible for the overall management of the Company subject to Supervision, control and direction of the Board of Directors. He has played a pivotal role for the growth and profitability of the company and contributed significantly in bringing the Company's stature to a level of recognition in the industry. He has vast and invaluable experience of 43 years in the Shipping industry.

5. Remuneration proposed:

A.	Salary	₹ 9,01,550/- (Rupees Nine Lacs One Thousand Five Hundred and fifty Only) per month including ₹ 4,30,000/- (Rupees Four Lacs Thirty Thousand Only) as basic pay and ₹ 4,71,550/- (Rupees Four Lacs Seventy One Thousand Five Hundred and Fifty Only) as allowance per month with effect from 22.01.2015.
(i)	Housing	House Rent Allowance of ₹ 2,15,000/- (Rupees Two Lacs Fifteen Thousand Only) per month.
(ii)	Medical Expenses	Medical expenses ₹ 75,125 per month aggregating to annualized ₹ 9,01,500.
(iii)	Leave Travel Concession	Leave Travel concession for the Managing Director and his family once in year incurred in accordance with rules specified by the Company, not exceeding ₹ 1,00,000/-
(iv)	Insurance	All insurances including Group Personal Accident, Group Medical Insurance, Life Insurance as per Company's Policy from time-to-time. Travel Insurance shall be to

6. Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person:

By Industry standard the payment of remuneration made to Captain C.J.Rodricks was not extraordinary.

Comparative remuneration of managing Directors of shipping Industry

Year	Company	Name	Designation	Amount (₹ in Million)
2014-15	Great Eastern Shipping	Mr. Bharat Seth	Dy Chairman & Managing Director	80.23
2015-16	Great Eastern Shipping	Mr. Bharat Seth	Dy Chairman & Managing Director	96.33

7. Pecuniary relationship directly or indirectly with the company or relationship with Managerial personnel, if any:

Remuneration in the capacity of Managing Director and 4450 number of Shares held by him in the Company which is 0.01% in the Share Capital of the Company.

**III. OTHER INFORMATION:**

1. Reason of loss or inadequate profits.:

For the FY 2014-15, the Company earned Profit After Tax (PAT) of ₹ 540 million. However, in the subsequent year, viz 2015-16, the profit was declined to ₹ 39 million. The primary reasons attributed to the decline in profit are under employment of sizeable section of Company's fleet during monsoons in India, the absence of opportunities in middle east and one of the Company's vessel was in dry dock while the another one under modification.

2. Steps taken or proposed to be taken for improvement.
  1. Better and increased utilisation of vessels is planned in a strategic manner.
  2. Cost control.
  3. Expansion and diversification in the related field.

3. Expected increase in productivity and profit measures taken.

The measures stated above would increase business and profitability. Planned activity will help us in availing opportunity in the improving business scenario.

**IV. DISCLOSURES: The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:**

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors:  
Provided in Directors Report
2. Details of fixed component and performance linked incentives along with the performance criteria:  
Provided in Directors Report
3. Service contracts, notice period, severance fees:  
3 months as per the terms of agreement.

The Board of Directors recommend your approval for passing the resolution as set out in the notice as Special Resolution.

None of the Directors and the Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the special resolution set out in item No.6

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

Dated: July 10, 2017

By order of the Board

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

**Annexure to Notice**

Details of Director seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of the Director</b>	<b>Mr. Sanjeev Agrawal</b>	<b>Mr. Mahesh Prasad Mehrotra</b>
DIN	00282059	00016768
Date of Birth / Age	5 <sup>th</sup> December, 1963 / 54 yrs.	20 <sup>th</sup> September, 1940 / 76 yrs
Date of First Appointment on the Board	03.06.2014	08.12.2016
Qualifications	Master Degree in Commerce & MBA from Coca Cola University of Atlanta.	Chartered Accountant and Degree in Law
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. Mahesh Prasad Mehrotra has a long outstanding illustrious career having 54 years of experience. His area of expertise is Finance, Accounts and Taxation.
Relationship between Directors inter-se	None.	None.
Other Directorships in Listed Entities	- Fortune Industrial Resources Limited	- South Asian Enterprises Limited - V L S Finance Limited - Delton Cables Limited - Dhampur Sugar Mills Limited - Gol Offshore Limited
Membership of Committees of the Board	CSR Committee – Chairman Stakeholder Relationship Committee - Member	Audit Committee – Chairman Risk Management Committee - Member
Shareholding in the Company	NIL	NIL