

## NOTICE

### TO THE MEMBERS

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of SEAMEC LIMITED will be held on Thursday, the 8<sup>th</sup> day of September, 2016 at 4.30 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, 2016 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, 2016 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. S R B C & CO LLP, Chartered Accountants (ICAI Registration No. 324982E) as Statutory Auditors of the Company, 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, Messrs. S R B C & CO LLP, Chartered Accountants (ICAI Registration No. 324982E) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the Company.”

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

By order of the Board

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

Dated: 12<sup>th</sup> July, 2016



**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 2<sup>nd</sup> September, 2016 to 8<sup>th</sup> September, 2016 (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 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 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 29<sup>th</sup> Annual General Meeting and Annual Report for 2015-16 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 2015-16 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. To support "Green Initiatives", the member who have not registered their email addresses are requested to register the same with the Registrar/Depositories.

**14. Voting through Electronic means**

1. 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 29<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 5<sup>th</sup> September, 2016 (9:00 am) and ends on 7<sup>th</sup> September, 2016 (5:00 pm). During this period, the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 1<sup>st</sup> September, 2016 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 appear. 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(s) 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 1<sup>st</sup> September, 2016.
- 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. 1<sup>st</sup> September, 2016, 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.

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]

Name of the Director	Mr. Sanjeev Agrawal
DIN	00282059
Date of Birth / Age	5 <sup>th</sup> December, 1963 / 53 yrs.
Date of First Appointment on the Board	03.06.2014
Qualifications	Master Degree in Commerce & MBA from Coca Cola University of Atlanta.
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 21 years in the field of Oil & Gas Sector, Soft Drinks, Education, Hospitality and Real Estate.
Relationship between Directors inter-se	None.
Directorship held in other Listed companies	NIL
Membership of Committees of the Board	CSR Committee – Chairman.
Shareholding in the Company	Nil.