SEAMEC LIMITED
A member of MMG
Regd. Office: A-901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri (East), Mumbai 400 093, India
Tel.: +91-22-6694 1800 • Fax : +91-22-6694 1818 • E-mail : contact@seamec.in • CIN : L63032MH1986PLC154910

SEAMEC/BSE&NSE/SMO/ NOTICEOFAGM/0109/2026

September 01, 2026

Corporate Relations Department **BSE Limited** **Phirojee Jeejeebhoy Towers,** **Dalal Street,** **Mumbai – 400001**	**The Manager Listing Department** **National Stock Exchange of India Limited** **Exchange Plaza, Plot No. C/1, G Block,** **Bandra-Kurla Complex, Bandra (East)** **Mumbai - 400051**
Scrip Code: 526807	**Trading Symbol: SEAMECLTD**

Sub: Notice of the 39th Annual General Meeting ('AGM') of the Company for FY 2025-26 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir / Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed the Notice and Explanatory Statement of the 39th AGM of the Company to be held Friday, September 25, 2026 at 4.00 p.m. (IST) through Video Conference / Other Audio-Visual Means. The said Notice forms part of the Integrated Annual Report 2025-26.

Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company will be sending a letter to Shareholders whose e-mail addresses are not registered with Company/Depository Participant (DPs) providing the path and the weblink from where the Integrated Annual Report 2025-26 can be accessed on the Company's website.

The Integrated Annual Report for FY 2025-26 is available on the website of the Company at https://seamec.in/upload/01-09-2026SEAMEC%20LIMITED_ANNUAL%20REPORT%202025-26_2MB.pdf

Kindly take the same on record.

Thanking you.

Yours Faithfully,

For SEAMEC LIMITED

SACHIDANANDA MOHANTY
Digitally signed by SACHIDANANDA MOHANTY
Date: 2026.09.01 16:24:26 +05'30'

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-NINTH (39TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SEAMEC LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 25, 2026 AT 16:00 HOURS (IST) THROUGH VIDEO CONFERENCING FACILITY OR OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt:

   a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

   b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of Auditors thereon.

2. To declare a dividend at the rate of ₹ 2 per equity share of ₹ 10 each for the FY ended March 31, 2026.

3. To appoint a Director in place of Mr. Sanjeev Agrawal (DIN: 00282059), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Enhancement of monetary cap for transactions pertaining to charter hire of vessels, diving and allied activities with HAL Offshore Limited**

   To consider, and if thought fit to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act 2013, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, prior approval of the Members of the Company, be and is hereby granted to enhance the monetary limit till the Annual General Meeting to be held in year 2030 for entering into contract(s) with HAL Offshore Limited, the holding company for the charter hire of the Company's vessels, provision of diving and related services connected with the charter, notwithstanding the fact that the value of such contracts are equal to or exceed the monetary threshold limits prescribed under the said section or Regulation, but subject to the ceilings specified in the Explanatory Statement of the Notice relating to this item.

   FURTHER RESOLVED THAT the Audit Committee and the Board of Directors be and are hereby authorised to scrutinise individual transactions/contracts covered by this Resolution keeping in view the viability of the contracts, practical commercial considerations and the best interests of the Company."

5. **Re-appointment of Mr. Naveen Mohta (DIN: 07027180) as a Whole Time Director for a further period of 5 (five) consecutive years and to fix his remuneration**

   To consider, and if thought fit to pass the following resolution, with or without modification(s), as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, re- appointment of Mr. Naveen Mohta (DIN: 07027180) as Whole Time Director of the Company for a further period of 5 (five) consecutive years effective from September 1, 2026 to August 31, 2031, be and is hereby approved, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.

   FURTHER RESOLVED THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Naveen Mohta (DIN: 07027180) during his term of appointment.

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Naveen Mohta (DIN: 07027180) as Whole Time Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. **Appointment of Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654) as a Non-Executive Independent Director for the first term of 5 (five) consecutive years from August 13, 2026 to August 12, 2031**

To consider, and if thought fit to pass the following resolution, with or without modification(s), as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654), who was appointed as an Additional Director to hold the office of Independent Director of the Company 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 a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Dr. Rajesh Kumar Yaduvanshi, (DIN: 07206654) be and is hereby appointed as a Non-Executive and Independent Director of the Company to hold office for a first term of 5 (five) consecutive years with effect from August 13, 2026 upto August 12, 2031 and that he shall not be liable to retire by rotation."

7. **Payment of overall remuneration to the Non-Executive Independent Directors of the Company**

To consider, and if thought fit to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with all other applicable provisions of the Act (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, as approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of remuneration by way of sitting fees and commission to the Non-Executive Independent Directors of the Company, up to an amount not exceeding 0.5% of the net profits of the Company in a financial year, calculated in accordance with Section 198 read with Section 197 of the Companies Act, 2013, effective from FY 2026-27 onwards for a period of five (5) years, granting the liberty to the Board of Directors to decide commission payable on year to year basis.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps as may be deemed necessary, proper, expedient or incidental in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors
For **SEAMEC LIMITED**

Sd/-
S. N. Mohanty
President – Corporate Affairs,
Legal and Company Secretary

Place: Mumbai
Date: August 13, 2026

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act'), Secretarial Standard-2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') setting out material facts relating to the proposed resolutions are annexed hereto.

2. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as 'MCA Circulars') and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, the MCA Circulars, and the SEBI Circulars, the 39th AGM of the Company is being held through VC/OAVM on **Friday, September 25, 2026 at 16:00 hours (IST)**. The deemed venue of the proceedings of the 39th AGM shall be the Registered Office of the Company.

3. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars and SEBI circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Auditors etc. who are allowed to attend the AGM without restriction of account of first come first served basis. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company at contact@seamec.in by mentioning their Name and Folio Number / DP ID and Client ID.

7. In line with the MCA Circulars, the Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ('DP'), unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report 2025-26 to those Members who request the same at contact@seamec.in mentioning their Folio No./DP ID and Client ID. The Notice convening the 39th AGM has been uploaded on the website of the Company at www.seamec.in and can also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e., the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those members who have not registered their email addresses with the Company/ RTA and other matters as may be required.

8. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with Company's Registrar and Share Transfer Agent (RTA) in case the shares are held by them in physical form.

9. It is mandatory vide SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of members, who have not updated the same with RTA in case of physical shareholding and with Depository Participant (DP) in case of Demat shareholding. Henceforth, RTA will attend to all service requests of the members with respect to transmission, dividend, etc., only after updating the above details in the records. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at www.seamec.in and furnish the requisite details. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at helpdeskmum@mcsregistrars.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR–1, as uploaded on Company's website at www.seamec.in.

10. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available at www.seamec.in.

11. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR- 3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website at www.seamec.in. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA of 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 DPs and holdings should be verified from time to time. In view of the above, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

    Members are requested to note that, dividend if not encashed and remain unclaimed or unpaid for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such -unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. It may also please be noted that all subsequent corporate benefits that may accrue in relation to the above shares will also be credited to the Demat Account of the IEPF Authority. The Company has individually sent letters to all the concerned members whose shares are liable to be transferred to demat account of IEPF Authority and consolidated list of such members is also available on Company's website for their necessary action.

    In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For any assistance, members may write to RTA at helpdeskmum@mcsregistrars.com or to the Nodal Officers appointed by the Company by sending an e-mail to contact@seamec.in.

13. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before **Friday, September 18, 2026** through e-mail on contact@seamec.in. The same will be replied by the Company suitably.

14. **Instructions for Members for attending the AGM through VC/ OAVM and remote e-Voting (before and during the AGM) are given below:**

    i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended, read with the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted as mentioned in the Notice of the AGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means. The facility for casting votes by a Member using remote e-Voting before the meeting as well as remote e-Voting during the AGM will be provided by NSDL.

    ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Friday, September 18, 2026** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 before/during the AGM. Any non-individual Member or Member holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date of **Friday, September 18, 2026** may obtain the User ID and Password by sending a request at evoting@nsdl.com. Individual members holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date of **Friday, September 18, 2026** may follow the login process mentioned below.

    iii. The remote e-Voting period commences on **Tuesday, September 22, 2026 at 9:00 a.m. (IST)** and ends on **Thursday, September 24, 2026, at 5:00 p.m. (IST).** 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. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Friday, September 18, 2026.**

    iv. Members will be provided with the facility for remote e-voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again

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

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

    Step 1: Access to NSDL e-Voting system

    A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode

    In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of members	Login Method
Individual Members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members:

1. Institutional Investors (i.e. other than individuals, HUF, NRI etc.), who are Members of the Company, are encouraged to attend and vote at the 39th AGM through VC/OAVM facility. Corporate/Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutiniser by email at cs.smishra@gmail.com with a copy marked to evoting@nsdl.com. Institutional Investors can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President – NSDL at evoting@nsdl.com.

A. Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to helpdeskmum@mcsregistrars.com or contact@seamec.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to helpdeskmum@mcsregistrars.com or contact@seamec.in. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.

3. Alternatively, Shareholders/members may send a request to evoting@nsdl.com. for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

15. Instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

16. Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system.** After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through laptops for better experience.

3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or 022 - 4886 7000 and 022 - 2499 7000.

6. Speaker Registration: Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP Id and Client Id/folio number, PAN and mobile number at contact@seamec.in up to **Friday, September 18, 2026 (5:00 p.m. IST).** Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

17. Other Information:

i. M/s. Satyajit Mishra & Co., Company Secretaries has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and count the votes and submit not later than two working days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized in writing, who shall countersign the same. The Chairman/Authorised person shall declare the results of the voting on or before **Tuesday, September 29, 2026.**

ii. The voting results shall be declared along with the Scrutinizer's Report and would be available on the Company's website at www.seamec.in, on the website of NSDL https://www.evoting.nsdl.com on the same day and shall also be simultaneously forwarded to the Stock Exchanges where the Company's shares are listed i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) along with the same being displayed on the notice board of the Registered Office of the Company.

iii. The resolutions, if passed by a requisite majority, shall be deemed to be passed on the date of the Annual General Meeting.

iv. In pursuance of the MCA Circulars, immediately on conclusion of the AGM the recorded transcript of the AGM would be uploaded on the website of the Company at www.seamec.in.

By Order of the Board of Directors

Sd/-

S. N. Mohanty

President – Corporate Affairs,
Legal and Company Secretary

Place: Mumbai
Date: August 13, 2026

EXPLANATORY STATEMENT

(Pursuant to the provisions of Sections 102 (1) and 110 of the Companies Act, 2013)

Item No. 4:

Enhancement of monetary cap for transactions pertaining to Charter Hire of Vessels, diving and allied activities with HAL Offshore Limited

The Members of the Company had earlier approved the proposal for undertaking transactions pertaining to charter hire of the Company's Vessels, diving and allied activities, with HAL Offshore Limited (HAL), the parent company, up to a monetary cap of USD 50 million p.a. till the Annual General Meeting (AGM) of the Company to be held in the year 2030. The transaction with HAL is a related party transaction under Section 188 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the above approval, the Company has entered into various transactions with HAL for charter hire of the Company's Vessels, diving and other activities. The existing transactions are within the aforesaid limit.

The Company is in the process of completion of acquisition of Vessel SEAMEC ANANT and has also bagged two contracts for the Hiring of Operations & Management Services of ONGC Vessels "SAMUDRA SEVAK" and "SAMUDRA PRABHA", for which diving services is being be provided by HAL. Based on the present commercial scenario, the contract of above vessels with HAL will be deemed as Related Party Transaction. In addition, the possibilities of further transactions with HAL are anticipated to align with future business opportunities.

Taking into account of the present transactions, immediate future transactions and the possibilities of future transactions, the Audit Committee and Board of Directors, while reviewing the rationality at its meeting held on May 18, 2026, considered, approved and recommended to the Members for their approval, the proposal for enhancement of threshold monetary limits from USD 50 million p.a. to USD 65 million p.a. or its equivalent INR for entering into the aforementioned contracts with HAL till the AGM to be held in 2030.

The justification for enhancing the monetary limit from USD 50 million p.a. to USD 65 million p.a. or its equivalent INR along with the information as required as per the amended SEBI Circular on disclosures for related party transactions, was placed before the Audit Committee, examined and approved. As per the said SEBI Circular, the Whole Time Director and the Chief Financial Officer have also certified that to the best of their knowledge, the transaction is in the interest of the Company.

The capping limit of USD 65 million p.a. or its equivalent INR, as proposed, will exceed the threshold limit of 10% of the annual consolidated turnover prescribed in the Companies Act 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, becoming a material related party transaction and hence will require prior approval of the Members by way of an Ordinary Resolution.

The proposed Resolution seeks your prior approval for continuation of such services to and with HAL for the same time period, i.e. till the AGM to be held in the year 2030, subject to the authorization to the Audit Committee and Board of Directors of the Company to scrutinize individual transactions/contracts covered by this Resolution, keeping in view the viability of the contracts, practical commercial considerations and the best interests of the Company.

The information required by Rule 15 of the Companies (Meetings of the Board and its Power) Rules, 2014 and as per the industry standards for related party transactions is furnished as under:

(a)	Name of the Related Party and country of incorporation of the related party	HAL Offshore Limited, India.
(b)	Name of the director or key managerial personnel, who is related, if any;	Messers Sanjeev Agrawal, Chairman, Naveen Mohta, Whole Time Director, Rajeev Goel, Director and Rajesh Kumar Yaduvanshi, Independent Director
(c)	Nature of Relationship with the related party and shareholding of HAL Offshore Limited in SEAMEC (whether direct or indirect)	HAL Offshore Limited (HAL) is a Holding Company which holds 70.77% in Seamec Limited and this apart, promoter holds approx. 1.95%.
(d)	Nature of business of the related party	Providing Offshore Support services and on shore & offshore EPC services.
(e)	i. Nature of contract	Charter Hire of Vessels, diving and related services.
	ii. Monetary value	Annual Value not exceeding USD 65 million or its equivalent INR including charter hire and other related services.
	iii. Particulars of the Contract	Long term and short-term vessel deployment and outsourcing of vessel for diving and other allied services.
(f)	Other relevant information, if any	Time period till the AGM to be held in the year 2030.

(g)	Justification as to why the RPT proposed to be entered into is in the interest of SEAMEC	SEAMEC and HAL are part of the same conglomerate, operating in a similar line of business. The proposed RPT would facilitate synchronization of utilization of assets under the contracts owned by HAL in the best interest of the Company following the best commercial prudence.
(h)	Whether the proposed transactions taken together with the transactions undertaken with SEAMEC during the current financial year would render the proposed transaction a material RPT?	Yes
(i)	Value of the proposed transaction as a % of SEAMEC's annual consolidated turnover for the immediately preceding financial year	65%
(j)	A copy of the valuation or other external party report, if any.	Not applicable
(k)	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with SEAMEC during the last financial year	No

Messers Sanjeev Agrawal, Chairman, Naveen Mohta, Whole Time Director, Rajeev Goel, Director and Rajesh Kumar Yaduvanshi may be treated as interested in the Resolution.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In pursuance of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party shall approve the resolution set out in the Notice, whether such entity is a related party to this resolution or otherwise.

The Directors feel that the experience with similar arrangements has proved to be beneficial to the Company and considering the recommendation of the Audit Committee of the Company, the Board of Directors recommend an Ordinary Resolution set out under item No. 4 of the Notice for approval by the Members.

Item No. 5

Re-appointment of Mr. Naveen Mohta (DIN: 07027180) as a Whole Time Director for a further period of 5 (five) consecutive years and to fix his remuneration

Mr. Naveen Mohta was appointed as a Whole Time Director of the Company with effect from September 1, 2021 for a period of five consecutive years. Accordingly, his current term of appointment expires on August 31, 2026.

Mr. Mohta has about 26 years of experience, of which, about 25 years have been with HAL Offshore Limited (HAL). At present, he looks after the operations and commercials of the Company's offshore fleet. His continued association has greatly benefitted the Company and attributed immense value to the Company. Mr. Mohta is also a Director in HAL Offshore Limited, the Parent Company, MMG Marine Engineering Private Limited and Aarey Organic Industries Private Limited.

In view of his experience and expertise, it was felt desirable to avail his services and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 13, 2026, have approved his re-appointment as a Whole Time Director of the Company for a further period of five (5) consecutive years, effective from September 1, 2026 to August 31, 2031 on terms and conditions including remuneration, as mentioned hereinbelow, in pursuance of provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 read with Rules made thereunder.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Naveen Mohta are as under:

a. Tenure of appointment – 5 years from September 01, 2026

b. Salary, perquisites and allowances- The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of the Income Tax Act, 1961, or any other rules thereunder or any statutory modification (s) or re-enactment(s) thereof, in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. The break-up of the remuneration is as follows:

(Amount in ₹)

Particulars	Monthly	Annual
Basic Salary	4,50,000	54,00,000
Other Allowances	1,06,576	12,78,912
	5,56,576	**66,78,912**
HRA	4,50,000	54,00,000
Conveyance Allowance		
Sub-Total	**10,06,576**	**1,20,78,912**
PF		
Gratuity	26,758	3,21,096
Grand Total	**10,33,334**	**1,24,00,008**

c. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.

d. Travelling allowances including insurance for business trips as per Company's Policy.

e. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Whole-time Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of professional appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Mohta under Section 190 of the Companies Act, 2013.

The Company has received the consent from Mr. Mohta to be appointed as a Whole Time Director along with all other statutory disclosures/ declarations, as required under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Further, the Company has also received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Whole Time Director of the Company.

Mr. Mohta satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Mohta is also not debarred from acting as a Whole Time Director of the Company pursuant to any order of SEBI or other authority.

Details of Mr. Naveen Mohta are provided in the "Annexure I" to the Notice, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Mohta is interested in the resolution set out at Item No. 5 of the Notice. The relatives of Mr. Mohta may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for re- appointment of and remuneration payable to Mr. Naveen Mohta as a Whole-time Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors recommends a Special Resolution set out at Item No.5 of the Notice for approval of the Members.

Item No. 6

Appointment of Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654) as an Independent Director of the Company for a term of five (5) consecutive years from August 13, 2026 to August 12, 2031

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on August 13, 2026, approved the appointment of Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654) as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years from August 13, 2026 to August 12, 2031, not liable to retire by rotation.

Dr. Yaduvanshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act, not subject to any disciplinary proceedings or otherwise debarred from appointment as an Independent Director of the Company pursuant to any order of SEBI or other authority. He has consented to act as Independent Director of the Company and has also declared that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and Regulation 16 of the Listing Regulations.

Dr. Yaduvanshi was acting as a Nominee Director of Punjab National Bank on the Board of Bhushan Steel Limited during the period 2015-17. Dr. Yaduvanshi, amongst others, was issued a summon on August 16, 2019, much after ending of his directorship, by Additional Session Judge (ASJ), Dwarka, in the matter of SFIO v/s Bhushan Steel Limited & Ors. The above Summon was quashed on an appeal by Dr. Yaduvanshi before the Hon'ble High Court, Delhi on September 21, 2020. The Hon'ble Supreme Court, on the appeal by SFIO, in its order dated March 5, 2025, set aside the order of the Hon'ble High Court, while giving liberty to Dr. Yaduvanshi to work the remedies in the manner known to law, including seeking of a discharge. The matter is pending. However, this does not debar or disqualify Dr. Yaduvanshi from being appointed as an Independent Director.

Dr. Rajesh Kumar Yaduvanshi shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission (if any), as may be decided by the Board, within the limits stipulated under Section 197 of the Act.

The Company has also received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Dr. Rajesh Kumar Yaduvanshi for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654) fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

The members of the Nomination and Remuneration Committee and the Board of Directors are also of the view that Dr. Rajesh Kumar Yaduvanshi's wide experience and varied expertise will immensely benefit the Company.

Dr. Rajesh Kumar Yaduvanshi, by qualification has completed his Bachelors and Masters of Science from Delhi University, Doctorate of Philosophy, from IRAI, New Delhi and has also pursued CAIIB from Indian Institute of Bankers, Mumbai.

Dr. Yaduvanshi has a wide spread career as Banker with experience of 35 years in branches/ administrative offices besides heading Jalandhar circle and Delhi Zone of Punjab National Bank (PNB). He has also served as the Executive Director of Dena Bank and PNB, while handling important portfolios such as Credit, HR, Finance, Marketing, NPAs, Bancassurance etc.

Dr. Yaduvanshi is a Member of External Screening Committee, SBI. He is also a Member of Outside Expert Council, ONGC and also serves as an Expert Member of Higher Education Financing Agency (MHRD, Government of India).

Dr. Yaduvanshi is also a director in the Board of Directors of eminent companies, including KEI Industries Limited and Majestic Auto Limited.

The Board is of the view that the induction of Dr. Rajesh Kumar Yaduvanshi to the Board of Directors will cause immense benefit to the Company and provide guidance for the growth and prosperity of the Company.

A copy of draft letter of appointment of Dr. Rajesh Kumar Yaduvanshi setting out the terms and conditions of appointment is available for inspection by the Members at the Registered and Corporate Office of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Details of Dr. Rajesh Kumar Yaduvanshi are provided in the "Annexure- II" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Dr. Rajesh Kumar Yaduvanshi is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Dr. Rajesh Kumar Yaduvanshi may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommend a Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

Payment of overall remuneration to the Non-Executive Independent Directors of the Company

The Non-Executive Independent Directors of the Company play a significant role in strengthening the standards of corporate governance by providing objective guidance and independent judgment on the affairs of the Company. Their responsibilities and obligations have substantially increased in view of the evolving regulatory framework under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various other applicable laws.

At present, the Independent Directors are being paid sitting fees for attending the meetings of the Board of Directors and its Committees and reimbursement of expenses thereof.

Considering the enhanced role, increased time commitment and wider responsibilities of the Non-Executive Independent Directors, the Board of Directors in its meeting held on August 13, 2026, considered the proposal to enhance the remuneration payable to the Non-Executive Independent Directors, i.e. to pay commission in addition to the sitting fees currently being paid.

The overall remuneration (including sitting fees and commission) in a financial year for the FY 2026-27 onwards to all the Non-Executive Independent Directors shall not exceed 0.5% of the net profits of the Company in that financial year, calculated in accordance with Section 198 read with Section 197 of the Companies Act, 2013, with liberty to the Board of Directors to determine the remuneration to each of the Non-Executive Independent Directors on a year on year basis.

The remuneration is within the overall limit, in accordance with the provisions of Sections 149, 178 and 197 of the Companies Act, 2013 read with Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions, if any.

Accordingly, approval of the Members is sought to authorise the Board of Directors to decide payment of remuneration by way of commission to the Non-Executive Independent Directors within the overall capping limits mentioned above.

The remuneration payable to the Non-Executive Independent Directors shall always remain within the overall limits prescribed under the Companies Act, 2013 and the Rules made thereunder, as amended from time to time.

Accordingly, the Board recommends the Resolution set out at Item No. 7 of the Notice for approval of the Members by way of an Ordinary Resolution.

Save and except the Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors
For **SEAMEC LIMITED**

Sd/-
S. N. Mohanty
President – Corporate Affairs,
Legal and Company Secretary

Place: Mumbai
Date: August 13, 2026

ANNEXURE – I TO THE NOTICE

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

[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Sanjeev Agrawal	Mr. Naveen Mohta
DIN	00282059	07027180
Date of Birth	December 5, 1963	July 13, 1973
Age	63 years	53 years
Date of First Appointment on Board	June 3, 2014	November 14, 2017
Qualifications	Masters Degree in Commerce and Masters of Business Administration from Coca-Cola University of Atlanta, USA.	Chartered Accountant and Cost and Works Accountant
Brief profile, experience and expertise in specific functional areas	Mr. Sanjeev Agrawal is an eminent and successful Entrepreneur and leads MM Group to which the Company belongs. Mr. Agrawal has vast experience of over 30 years in the field of Oil & Gas Sector, Marine and EPC contacts, Soft Drinks, Fast Food Chain, Mc Donald Franchise, Education, Hospitality, Investments, Business Development and Real Estate.	Mr. Naveen Mohta is a qualified Chartered Accountant and Cost and Works Accountant. Mr. Mohta has over 26 years of experience which includes 25 years with HAL Offshore Limited, the Promoter Company of SEAMEC Limited. Before joining HAL, he has worked with India Gypsum Limited, a joint venture between Birla Group and BPB Plc UK and has also interacted with various Government bodies such as SIPCOT, TNGST department, Excise, Pollution Control Boards etc. for getting various approvals and registrations for the green field project in Chennai, besides looking after accounts and finance function. In his present position, he looks after the operations and commercials of offshore fleets. His area of expertise is Commercial and Operations. Mr. Mohta is a Director on the Board of HAL Offshore Limited, Aarey Organic Industries Private Limited and MMG Marine Engineering Private Limited.
Terms & Conditions of appointment/ re-appointment	Not applicable	As per resolution at Item No. 5 of the Notice read with Explanatory Statement thereto, Mr. Naveen Mohta is proposed to be re-appointed as a Whole Time Director of the Company for a further period of five (5) consecutive years from September 1, 2026 to August 31, 2031.

<table>
<tr><th>Name of the Director</th><th>Mr. Sanjeev Agrawal</th><th>Mr. Naveen Mohta</th></tr>
<tr><td>Directorships held in other companies (excluding foreign companies and Section 8 companies)</td><td>Listed Companies:
1. Fortune Industrial Resources Limited
Private Companies :
2. Sun Vision Power and ISPAT Private Limited
3. Lumax Builders Private Limited
4. Shantnu Farms Private Limited
5. Hindustan Aqua Private Limited
6. Metbrass Plassim India Private Limited
7. Passion Realcon Private Limited
8. PNR Systems Private Limited
9. Versatile Polytech Private Limited
10. MMG Restaurants Private Limited</td><td>Unlisted Public Companies:
1. HAL Offshore Limited
Private Companies:
2. Aarey Organic Industries Private Limited
3. MMG Marine Engineering Private Limited</td></tr>
<tr><td>Number of Board meetings attended during the F.Y. 2025-26</td><td>Five (5)</td><td>Eight (8)</td></tr>
<tr><td>Remuneration sought to be paid</td><td>Nil</td><td>As per resolution at Item No. 5 of the Notice read with Explanatory Statement thereto.</td></tr>
<tr><td>Remuneration last drawn</td><td>Nil</td><td>₹1,02,00,000 (Rupees One Crore and Two Lakhs only)</td></tr>
<tr><td>Memberships/ Chairmanships of Committees of other public companies</td><td><table><tr><th>S. No.</th><th>Name of the Company</th><th>Committee</th><th>Position</th></tr><tr><td rowspan="3">1.</td><td rowspan="3">Fortune Industrial Resources Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr></table></td><td><table><tr><th>S. No.</th><th>Name of the Company</th><th>Committee</th><th>Position</th></tr><tr><td>1.</td><td>Hal Offshore Limited</td><td>Audit Committee</td><td>Member</td></tr></table></td></tr>
<tr><td>Number of Equity Shares held in the Company</td><td>3,95,476 equity shares (1.55%)</td><td>Nil</td></tr>
<tr><td>Disclosure of inter se relationship between Directors and Key Managerial Personnel of the Company</td><td>Not related to any Director / Key Managerial Personnel of the Company.</td><td>Not related to any Director / Key Managerial Personnel of the Company.</td></tr>
</table>

ANNEXURE – II TO THE NOTICE

Details of Director seeking appointment at the Annual General Meeting

Name of the Director	Dr. Rajesh Kumar Yaduvanshi
DIN	07206654
Date of Birth and Age	June 23, 1961 65 years
Date of First Appointment on the Board	13.08.2026
Qualifications	Bachelors of Science, Hansraj College, Delhi University – 1980 Masters of Science, Hansraj College, Delhi University – 1982 Doctorate of Philosophy, IARI, New Delhi – 1985 CAIIB , Indian Institute of Bankers, Mumbai – 1988
Brief profile and nature of his expertise in specific functional areas	Career banker with over 35 years of experience in branches/administrative offices besides heading Jalandhar Circle & Delhi Zone of PNB and going on to serve as the Executive Director of Dena Bank & Punjab National Bank while handling important portfolios such as Credit, HR, Finance, Marketing, NPAs, Bancassurance, etc. He is a Member of External Screening Committee, SBI. He is also a Member of Outside Expert Committee, ONGC and also serves as an Expert Member of Higher Education Financing Agency (MHRD, Government of India). He is also on the Board of various companies, including KEI Industries Limited and Majestic Auto Limited.
Terms and conditions of appointment	As per Item No. 6 of the Notice read with Explanatory Statement thereto, Dr. Rajesh Kumar Yaduvanshi is proposed to be appointed as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years from August 13, 2026 to August 12, 2031.
Remuneration last drawn (including sitting fees, if any)	Not applicable
Remuneration proposed to be paid	As per resolution at Item No. 6 of the Notice read with Explanatory Statement thereto
Shareholding in the Company as on March 31, 2026	NIL
Number of Meetings attended during financial year (2025-26)	NIL
Directorships held in other companies (excluding foreign companies and Section 8 companies)	**Listed Companies:** 1. KEI Industries Limited 2. Majestic Auto Limited **Public Companies** 1. Moon Beverages Limited 2. Hal Offshore Limited **Private Limited:** 1. Navyug Fin- Sec Private Limited

Name of the Director	Dr. Rajesh Kumar Yaduvanshi			
Memberships/Chairmanships of Committees of other public companies	**S. No.**	**Name of the Company**	**Committee**	**Position**
	1.	Majestic Auto Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Member
	2.	KEI Industries Limited	Stakeholders Relationship Committee	Member
			Nomination and Remuneration Committee	Member
			CSR & ESG Committee	Member
			Share Allotment Committee	Chairman
			Risk Management Committee	Member
			Fund Raising Committee	Member
Disclosure of *inter se* relationship between Directors and Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company.			

General Information	
BSE Scrip Code*	526807
Name of the Company*	SEAMEC LIMITED
NSE Symbol*	SEAMECLTD
MSEI Symbol*	NOTLISTED
ISIN*	INE497B01018
Type of announcement*	New
Date of occurrence of event*	01-09-2026
Time of occurrence of event*	15:33
Remarks (website dissemination)	
Remarks for exchange (not for website dissemination)	
Date of Report	01-09-2026

Notice of Shareholders Meeting		
Event*		Annual General Meeting
If others, please specify		
Mode of meeting*	1	Video Conference (VC) or Other Audio-Visual Means (OAVM)
Number of Shareholders Meeting*		1
Details of shareholders meeting		
Day*		Friday
Date*		25-09-2026
Meeting Commencement Time		16:00
Place		Mumbai
End date of Postal Ballot Voting		
Number of agenda/business to be transacted*		7
Any other information		
Remarks (website dissemination)		
Remarks for exchange (not for website dissemination)		

Details of Resolution/Agenda												
Sr.	**Type of Resolution***	**Resolution Category***	**Sub-category**	**Details of other sub-category**	**Brief details of resolution***	**Designation**	**Name of designated person**	**DIN**	**PAN of designated person**	**Tenure (Start Date)**	**Tenure (End Date)**	**Term (No. of times appointed)**
1	Ordinary Resolution	Adoption of Financial Statements			To receive, consider and adopt: a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of Auditors thereon.							
2	Ordinary Resolution	Issuance /Corporate Action	Dividend		To declare a dividend at the rate of Rs. 2 per equity share of Rs. 10 each for the FY ended March 31, 2026							

3	Ordinary Resolution	Appointment/Re-appointment/Removal/Ratification/Retirement/Remuneration	Retirement by rotation		To appoint a Director in place of Mr. Sanjeev Agrawal (DIN: 00282059), who retires by rotation and being eligible, offers himself for re-appointment	Non-Executive - Nominee Director	Sanjeev Agrawal	00282059	ABOPA4675N	25-09-2026	24-09-2028	
4	Ordinary Resolution	Others	Others	Related Party Transaction	Enhancement of monetary cap for transactions pertaining to charter hire of vessels, diving and allied activities with HAL Offshore Limited							
5	Special Resolution	Appointment/Re-appointment/Removal/Ratification/Retirement/Remuneration	Re-appointment		Re-appointment of Mr. Naveen Mohta (DIN: 07027180) as a Whole Time Director for a further period of 5 (five) consecutive years and to fix his remuneration	Executive Director	Naveen Mohta	07027180	AGGPM9393Q	01-09-2026	31-08-2031	2
6	Special Resolution	Appointment/Re-appointment/Removal/Ratification/Retirement/Remuneration	Appointment		Appointment of Dr. Rajesh Kumar Yaduvanshi (DIN: 07206654) as a Non-	Non-Executive - Independent Director	Dr. Rajesh Kumar Yaduvanshi	07206654	AAAPY2605H	13-08-2026	12-08-2031	1

					Executive Independent Director for the first term of 5 (five) consecutive years from August 13, 2026 to August 12, 2031							
7	Ordinary Resolution	Others	Others	Non Executive - Independent Directors	Payment of overall remuneration to the Non-Executive Independent Directors of the Company							